

## LNPA PROCUREMENT PRESENTATION AND Q &amp; A

IN DENVER, COLORADO

TELCORDIA TECHNOLOGIES, INC. dba iconectiv

August 6, 2013

The within proceedings were held at the offices of Berenbaum Weinshienk, PC, 370 Seventeenth Street, Suite 4800, Denver, Colorado 80202, on August 6, 2013, at 9:30 a.m., before Tina M. Stuhr, Registered Professional Reporter and Notary Public within Colorado.

## Moderators:

Todd D. Daubert, Esq.  
Ron Steen

## Reported By:

Tina M. Stuhr, Hunter + Geist, Inc.

## ATTENDEES

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FROM FoNPAC:

Suzanne Addington  
Jason Bach  
Paula Campagnoli  
Laura Dalton  
Todd Daubert  
Tim Decker  
Jan Doell  
Rosemary Emmer  
Roly Freed  
Michele Gehl  
Tim Kagele  
Dawn Lawrence  
Teresa Patton  
Mary Retka  
Dan Sciullo  
Luke Sessions  
Ron Steen  
Deb Tucker

FROM TELCORDIA:

Anthony Cresti  
Chris Drake  
Curtis Hampshire  
Rich Jacowleff  
John Malyar  
Ky Quan  
Tim Reeves  
Jerry Sheer  
George Tsacnaris  
Pat White  
Joel Zamlong



## 1 P R O C E E D I N G S

2 \* \* \* \* \*

3 MR. STEEN: Welcome to everybody. What I  
4 thought I'd start out doing is going around the room,  
5 and those of us with FoNPAC would introduce ourselves,  
6 and then I'll kick it over to Joel and let you  
7 introduce the Telcordia folks.

8 I'll skip ahead to one thing first, and  
9 what I have put down, is you'll notice that Tina is  
10 over in the corner over there. She's our court  
11 reporter, and she's going to report the meeting. So  
12 we're going to ask everybody to speak up so she can  
13 hear. We've told her if she can't hear you, it's all  
14 right to say, Would you speak up.

15 And she's got really good eyes if she can  
16 read the name tags on that side of the room. So it  
17 would be good if we started out what we say with our  
18 names as we go through the day.

19 I'll start. Jason, I guess you would be  
20 the first one for me to start with introductions.

21 MR. BACH: Jason Bach, Level 3  
22 Communications.

23 MR. KAGELE: Tim Kagele, Comcast.

24 MS. DOELL: Jan Doell, CenturyLink.

25 MS. RETKA: Mary Retka, CenturyLink.

1 MR. SCIULLO: Dan Sciullo, outside  
2 general counsel.

3 MR. DAUBERT: Todd Daubert, outside  
4 counsel.

5 MR. SESSIONS: Luke Sessions, T-Mobile.

6 MS. TUCKER: Deb Tucker, Verizon  
7 Wireless.

8 MR. STEEN: Ron Steen, AT&T.

9 MS. CAMPAGNOLI: Paula Campagnoli,  
10 T-Mobile.

11 MS. GEHL: Michelle Gehl, Sprint.

12 MS. ADDINGTON: Suzanne Addington,  
13 Sprint.

14 MS. EMMER: Rosemary Emmer, Sprint.

15 MS. LAWRENCE: Dawn Lawrence, Xcel  
16 Communications.

17 MR. DECKER: Tim Decker, Verizon.

18 MR. FREED: Roly Freed, Verizon.

19 MS. DALTON: Laura Dalton, Verizon.

20 MS. PATTON: Teresa Patton, AT&T.

21 MR. QUAN: Ky Quan --

22 MR. ZAMLONG: Okay.

23 MR. STEEN: Okay. I should have stopped  
24 you right there, Ky. I'm sorry. Joel.

25 MR. ZAMLONG: Okay. So first I wanted to

1    thank the FoNPAC for the opportunity for us to come in  
2    front of you and review our RFP proposal. I was  
3    thinking back -- I don't want to get into too many  
4    history things, but I was thinking back. I've sort of  
5    been involved with this for several years, to say the  
6    least. I think it's been an interesting journey. I  
7    think it's a -- I hope today, with this discussion and  
8    the things we go over, we can make it very  
9    constructive and productive and go over the key  
10   questions you have so you understand the benefits and  
11   the values that we have in our proposal.

12                    Again, if anyone doesn't know me -- I  
13   think I know mostly everybody -- but I'll introduce  
14   myself first. My name is Joel Zamlong. I have the  
15   overall program responsibility for the NPAC program  
16   from our company. I've been involved with this for  
17   many years.

18                    My background has been, obviously, from a  
19   business development point of view, in involvement  
20   with number portability in the United States, but also  
21   had involvement in some of the initial things we did  
22   international.

23                    Okay. So one of the other things we just  
24   commented is when questions take place, I don't want  
25   to steal any thunder. I was talking to Ron and Paula

1 and I'll act as the moderator, so when you ask a  
2 question, I'll just pass it. I won't answer every  
3 question, so don't be concerned. We don't -- we'll  
4 need a couple of days if I'm going to answer every  
5 question. So we have the SMEs here, and then we'll go  
6 that way.

7 So what I'm going to do is we'll just  
8 start, people introduce themselves and what their key  
9 role has been with respect to the RFP so you get a  
10 sense of where their SME background is, and a lot of  
11 them you know from other perspectives, but they'll  
12 give you a few seconds about their background. So why  
13 don't we start with Ky.

14 MR. QUAN: My name is Ky Quan. I see a  
15 lot of new faces here. I see one familiar face. I  
16 have about 16 years of experience. I started my  
17 career with Teekay -- some of you guys may know that  
18 small company -- and ended my career with Neustar as  
19 the VP of operations. I have overall responsibility  
20 of operations towards number portability solutions.

21 MR. DRAKE: I'm Chris Drake. I'm chief  
22 technology officer at iconectiv/Telcordia, and I'm  
23 also responsible for the portfolio goods and services  
24 for U.S. number portability solutions and our global  
25 number portability productive lines, as well as our



1 future IP interconnection capability sets.

2 MR. SHEER: Okay. My name is Jerry  
3 Sheer. I'm with SunGard Availability Services. I'm  
4 responsible for all of the operational support systems  
5 that SunGard delivers on a daily basis. Thank you.  
6 Thanks for having me.

7 MR. HAMPSHIRE: Good morning. My name is  
8 Curt Hampshire. I'm vice president of managed  
9 services for SunGard Availability Services. I have  
10 responsibility for the service management option  
11 within managed services, so service delivery, service  
12 transition, and technical account manager.

13 MR. REEVES: Tim Reeves. I'm an  
14 enterprise architect from SunGard Availability  
15 Services, and I'm responsible for the design and  
16 layout of the infrastructure.

17 MR. WHITE: Pat White. I'm the principal  
18 engineer for Telcordia for number portability  
19 products. I've been in the industry since number  
20 pooling really began helping, you know, laying out the  
21 specs. I was off for a little while and came back  
22 about six or seven years ago, and have been helping  
23 the industry, basically helped define the requirements  
24 in the test plan and represent the local system  
25 product viewpoint into the specifications.

1           Also, I've ventured out into some of our  
2 international gateway type of work representing  
3 developing requirements for systems of international  
4 gateway.

5           MR. TSACNARIS: Good morning. My name is  
6 George Tsacnaris. I've worked on number portability  
7 pretty much since the inception. My focus for most of  
8 that period has been on our local products, doing a  
9 wide number of roles: Development, engineering,  
10 testing, customer support, customer management,  
11 program/product management, so I've done a lot of  
12 tasks, worked on it for a long time.

13           And as far as this RFP, I've been helping  
14 and working on several of the areas, including the  
15 flows and the operations to lend some of my expertise.

16           MR. CRESTI: Good morning. My name is  
17 Anthony Cresti. I head corporate development for  
18 iconectiv. I've been supporting the financials and  
19 analysis of the NPAC opportunity for about six years.

20           MR. MALYAR: Hi. I'm John Malyar, chief  
21 solution architect responsible for the service  
22 delivery to the NPAC solution. I've been involved in  
23 the industry for a very long time. Some of you know I  
24 was involved in the '96/'97 rollout of having to  
25 describe the LNPA group and others.

1 I've worked on many other applications.  
2 I have over 30 years' experience in Telcordia on large  
3 database systems and bring the expertise to help  
4 ensure a successful transition.

5 MR. JACOWLEFF: Good morning. Rich  
6 Jacowleff, CEO of iconectiv. I guess I have the  
7 pleasure of working with all of these folks. I did  
8 want to just say a word before we get started with the  
9 formal presentation.

10 First, on behalf of all of Telcordia,  
11 thank you folks for all of the hard work and long  
12 hours that you've put in in developing this RFP, and  
13 now you're going to go through the assessment. We  
14 know it's extra time and work that, you know, wasn't  
15 on your plate, so we really do appreciate the energy  
16 you have put into it.

17 On our side, we put a lot of diligence  
18 into putting the best proposal forward, hopefully,  
19 that you could understand, and as you read through it,  
20 we really tried to hit all the key points. And as  
21 you're here today, you have a lot of questions on your  
22 mind you need to get answers to.

23 You're making decisions in probably six  
24 key areas. One is build. You know, can we build the  
25 system? Will it have the abilities that the industry



1 needs, will it scale, will it have reliability, will  
2 it have all of the things that you need for this  
3 system? We've had a team working since the summer,  
4 even prior to the RFP, that has done the design work.

5 We have a number of key engineers that we  
6 took from other parts of Telcordia, as well as a  
7 number of portability experts that helped build the  
8 ISCP and other availability systems, and they tested  
9 it through a design, and they've been able to approve  
10 it and put it into the requirements; that the scale of  
11 the system is there and we know we can reach it.

12 The second piece is you're going to want  
13 to know if we can operate it. Can they really run the  
14 system? Can they manage and deliver a solution and  
15 give us the customer service that we're accustomed to?  
16 And you're going to hear today and ask questions in  
17 regards to the qualifications of our data center  
18 provider in terms of our tools and our techniques that  
19 we're going to use to deliver superior customer  
20 service to you folks.

21 The third element will be in transition.  
22 So you can build it, can you transition the customers?  
23 And here that's taking it a region at a time and  
24 putting a plan in place and having a strong PMO office  
25 and bringing the industry together through tests. We

1 have 15 countries that we've done this in; we have  
2 small countries, we have medium countries, we have  
3 large countries.

4 In these countries we've worked through  
5 time zones and cultural issues and language, and we  
6 have taken warring factions in the industry, as well  
7 as almost always the regulator. We've written all of  
8 the business rules. Internationally the business  
9 rules are in with the database, and we've rolled out  
10 gateways and then operator training and readiness for  
11 number portability, helping them for how they're going  
12 to go get customers and how to put these gateways in.

13 And we've put together comprehensive  
14 plans, and in 15 countries so far have done it  
15 successfully, and we've always met the dates that we  
16 were required to. So you're going to hear about those  
17 qualifications, and you should ask questions in that  
18 regard.

19 So you get through transition, the next  
20 one, the big one is regional, and really it's  
21 multi-vendor at that point. So the questions you have  
22 on your mind are what is the -- can it be done? What  
23 is it going to look like? And what is the impact  
24 going to be on us, on you guys, because that's really  
25 where regional comes into play.

1           Today you don't do it that way. You did  
2   it that way tomorrow. There's going to be extra  
3   things you need to do, and there's going to be  
4   changes. So you want to ask questions about, you  
5   know, how regional's going to work and does it make  
6   sense, and then what benefits are you going to get by  
7   going to a regional model. Is it really worth this  
8   extra effort and that you're going to put in -- or  
9   have multiple players.

10           We believe that it's a viable solution  
11   for you-all. We also think that it's a path to the  
12   future. Because if we look out five to ten years, as  
13   we go to an all IP world, you're going to want  
14   information services to be commoditized and to be  
15   ubiquitous, and you're going to want many players out  
16   there doing that, as we have today with the DMS kind  
17   of infrastructure.

18           And this can be with a multi-vendor  
19   model. The first step you get of getting multiple  
20   vendors in that will drive toward an IP solution that  
21   will enable other players to come in and get you  
22   there.

23           The fifth item is obviously cost, what  
24   you guys call cost price. Questions you should be  
25   asking yourself is did they overprice it? Are they

1 milking me for money? Did the underprice it? Are  
2 they low balling to win the bid? Do they know what  
3 they're talking about? So, I mean, that's what you

[REDACTED]

14 think we're set from the cost perspective of having  
15 staff in place.

16 It's all about providing you what we call  
17 a fair and reasonable market-based price for these set  
18 of services. You've asked for transparency to that.  
19 We've tried to provide that. You'll see our costing.

[REDACTED]

24 The last area, area six, is neutrality.  
25 That wasn't on the agenda for today. Chris is going



1 to open up and give us a talk and will touch on -- a  
2 little bit on corporate structure and other areas  
3 between Telcordia and iconectiv, and we'll be talking  
4 about Ericsson. Hopefully we're going to clarify  
5 that. I'm not sure if you're going to ask questions  
6 or not during the presentation. I would suggest that  
7 maybe those are the first couple of charts. If you  
8 have, you know, ask questions and we'll try to answer  
9 them as best we can. Thank you very much.

10 MR. ZAMLONG: Okay. So we still have a  
11 hard stop, you told us, at 10:30.

12 MR. STEEN: Let me catch up. First of  
13 all, like I said, I want to remind everybody to try to  
14 speak up so Tina can get the words in the corner. We  
15 thought about putting her in the middle, but then  
16 she'd need a revolving chair and we didn't have one.

17 Dan, where's your revolving chair?

18 MR. SCIULLO: I'll get one.

19 MR. STEEN: Just a few things about  
20 logistics, the facilities around. You can either go  
21 back up to Dan's floor on the 48th floor or all the  
22 way through the food court. Just go through the doors  
23 over there and keep walking. Sooner or later you'll  
24 see a sign.

25 I do want to state, and this goes along

1 with what Rich was saying, what our purpose is is to  
2 make sure that we have an accurate understanding of  
3 your proposal, and we've thrown down a few ground  
4 rules just to make sure that we're making the best use  
5 of our time.

6 As you mentioned, we have spent a lot of  
7 time going through the proposals that we've got and we  
8 want to make sure everything's clear. We're going to  
9 ask everybody to please silence your cell phones and  
10 pagers. We know that some people are on call and  
11 that's very difficult, so if you have to take  
12 something, please leave the room.

13 We'll give you an hour. We're not going  
14 to say that you've got from 9:30 to 10:30. We'll give  
15 you an hour to tell us what you want to tell us. We  
16 may ask you some clarifying questions, but we're going  
17 to try not to interrupt you with questions at that  
18 time. We'll give you your hour, and that way you  
19 should be able to get through whatever you have  
20 proposed, and if you would like a five or ten-minute  
21 warning, let us know, but Dan's going to keep time for  
22 us.

23 And let's see. That was one of the  
24 things.

25 Let's see. We want to refrain from

1 interrupting you with questions other than if we need  
2 something clarified at the moment.

3 Now, after we're finished with your  
4 presentation, we'll take about a 15-minute refreshment  
5 break, and then we will -- we will start with the  
6 questions that we have from going through your  
7 proposal that we've prepared for you. We do intend to  
8 project those questions, so you can look at them and  
9 see them.

10 MR. ZAMLONG: Okay.

11 MR. STEEN: And Todd's going to present  
12 the questions, and we'll do pretty much the same thing  
13 that you mentioned. That if you need a question  
14 clarified, we'll toss it to the person that we think  
15 is the best subject matter expert.

16 MR. ZAMLONG: Okay.

17 MR. STEEN: After the -- oh. And we're  
18 real good. If you need to ask a clarifying question,  
19 that's fine. We really don't want to go into the  
20 procedures of why we're doing this or why we're doing  
21 that --

22 MR. ZAMLONG: Understand.

23 MR. STEEN: -- but if you need a  
24 clarifying question, we're totally open to that.

25 We'll try to take a ten-minute break



1 every hour just because we'll probably need to stretch  
2 our legs and, you know, take a comfort moment. Words  
3 failed me for a minute there.

4 Okay. So after -- one other thing really  
5 that's important is that after the Q and A session,  
6 we're going to excuse you for a few more minutes --  
7 for a little while. We didn't put a time frame on it,  
8 but we'll try to be efficient, to just see if any  
9 other questions came up that we hadn't thought of, and  
10 then bring you back in and give you a chance. Is that  
11 fairly clear?

12 MR. ZAMLONG: Yes. And the one thing  
13 I'll just say is, again, you can see that we've  
14 assembled a team to cover the different areas. I  
15 wanted to bring -- we brought the key people in  
16 SunGard that are involved with us across the different  
17 areas so you can get the flavor of how the operations  
18 are going to play, and we have the different subject  
19 matter people, you know, available also, so I hope,  
20 you know, we'll be able to address all your questions.  
21 I think we will.

22 And, again, you know, I hope it is  
23 interactive so we can make sure that you get the  
24 information you want, because when a question is asked  
25 and someone answers it, it's not always clear that you

1 got the answer to your question, so being interactive  
2 would be good.

3 I have one other logistical question  
4 related to -- I realize you have a stenographer taking  
5 notes. I assume afterwards would we be able to  
6 receive a copy to review it or is that not the plan?  
7 Because, again, there's a lot of technical things that  
8 get said, and I've seen a lot of times when you see  
9 people speaking, especially if I'm speaking, God knows  
10 what they'll put down if it's audible.

11 MR. STEEN: Basically, if you would like  
12 to have a copy, once they're available, we'll make  
13 sure you get a copy. That's a good question.

14 MR. ZAMLONG: Yeah.

15 MR. STEEN: And I'm assuming from what  
16 you said, you'd like to have a copy, so when they're  
17 available, we will let you know.

18 MR. ZAMLONG: Very good.

19 MR. STEEN: You can begin.

20 MR. ZAMLONG: We will begin. So what  
21 we're going to do is -- Chris Drake is going to take  
22 us through the key presentation. And we will go  
23 through these points, and, again, as you indicated,  
24 feel free to ask questions as you go along.

25 MR. DRAKE: Dan, I would appreciate the

1 ten-minute warning, if you don't mind.

2 MR. SCIULLO: Sure.

3 MR. DRAKE: So we appreciate the chance  
4 to have an hour before we start the Q and A because  
5 the RFP was quite extensive, and there was a great  
6 deal in the proposal to absorb, and it's not clear  
7 that everyone would distill the same key points as the  
8 next person. So we're going to use this opportunity  
9 to kind of reinforce or emphasize what we think or  
10 what drove us in our response in the RFP, what -- our  
11 design criteria to bring benefit to the industry.

12 Obviously this is very strategic to  
13 Telcordia/iconectiv, as you can see from the  
14 contingent of experts that are here today to help  
15 answer the questions you might have.

16 So what we're going to do is we're going  
17 to first start with the key themes to the offer, which  
18 is enumerated, and then we'll go over them again just  
19 to say what was driving our RFP response.

20 There will be nothing in this  
21 presentation that wasn't in the RFP response, just to  
22 be clear. It's all for clarification purposes. We'll  
23 touch on the companies. Again, Rich suggested we  
24 clarify some things around iconectiv, Telcordia, and  
25 Ericsson. There's a bit of swirl in that. We'll set



1 the record straight there, and you can answer  
2 questions. Also, we'll talk about SunGard, our data  
3 center provider, and their credentials as well.  
4 They're here to answer any questions that delve into  
5 that domain.

6 Then we're going to hit the proposal  
7 highlights and your key criteria, which were listed as  
8 technical, management, and cost. We're also going to  
9 talk about multiregional -- multi-vendor regional just  
10 to emphasize what we think is the viability of that  
11 particular arrangement, and, of course, allow for some  
12 questions there. And then we'll summarize and we'll  
13 move into the Q and A as you defined, Ron.

14 So the key themes to the offer. The very  
15 first thing is that we are fully compliant to the RFP.  
16 Every single requirement we have agreed to comply to.  
17 That is a design criteria of our response. No  
18 noncompliances. That covers the three key RFP  
19 components: The vendor qualifications, RFP, and  
20 technical requirements. That also covers things in  
21 neutrality, security, and other areas.

22 Also, we want to be emphasizing here that  
23 we're leveraging deep expertise in U.S. number  
24 portability, as you can see from just some of the  
25 people representing us today, as well as what we can

1 leverage from our global deployments, and I'll be more  
2 clear about that as we get to it, but between global  
3 and U.S. expertise, we really do have the technical  
4 and operational background to build and deliver and  
5 operate a world class NPAC.

6 Also, in the RFP response is a world  
7 class, best-in-class, high availability data center  
8 solution with a primary and a backup infrastructure.

9 With respect to the transition plan, we  
10 know that that's very important and probably an area  
11 where you would perhaps receive the greatest risk. We  
12 have allowed for an extensive testing interval with  
13 the industry to prove out the Telcordia NPAC prior to  
14 any carrier onboarding and go-live with each region.

15 We will fully implement M & Ps with  
16 respect to the Telcordia NPAC and partner with  
17 carriers relative to what you'll need to do to support  
18 L and Ps for us, as well as in a potential  
19 multi-vendor model on a regional basis. And lastly on  
20 transition, we're leveraging many, many deployments  
21 worldwide, and our expertise in program managing a  
22 turn-up, a go-live number portability in 15 countries,  
23 and as Rich said, this involves interacting with the  
24 entire carrier industry in that country, the  
25 regulator, dealing with the time zones, the language

1 issues, cultural issues, quite often political issues,  
2 competitive issues, very much the kind of things we  
3 see here. Perhaps we don't have the same time zone  
4 and cultural and language challenges, but a number of  
5 those things deal with the complication of turning out  
6 an industry release number portability we're quite  
7 familiar with.

8 As Rich said, we believe this to be a  
9 fair and reasonable and market-based price. In a  
10 competitive environment, you have to come in with what  
11 would be considered a market-based price, and we  
12 believe we have done that. We'll take a closer look  
13 at that as we go, and it does address both options  
14 requested, the nationwide option and the regional  
15 option.

16 Also, as Rich said, we're going to touch  
17 on the regional multi-vendor arrangement and look at  
18 what the implications are to the industry as we see  
19 them, and of course, we invite more detailed questions  
20 on that before the day is over.

21 And lastly, we're stressing here in our  
22 RFP response and in this presentation, and we  
23 encourage questions on this topic, that we're  
24 delivering a very extensible and agile solution that  
25 can evolve with the industry's needs to Worzel, IP



1 network, and other requirements that the industry  
2 would see, and also the needs of increased capacity in  
3 the system as time goes and new capabilities are added  
4 or there's simply growth in the industry.

5 Bottom line is that we believe we're  
6 providing an NPAC SMS solution here that has  
7 substantial benefits for the industry and positions  
8 into the future. Those are the themes of the offer.

9 We're going to talk about iconectiv now  
10 and then talk about SunGard. This is a simplified  
11 timeline for iconectiv. Of course, with the breakup  
12 of the Bell system, we were formed as Bellcore back in  
13 1984. Along the way, we were acquired by SCIC in the  
14 '90s and re-branded as Telcordia. That lasted up  
15 until January last year when Ericsson acquired us.

16 And then as of February this year, we  
17 carved ourselves off separate into our own distinct  
18 subsidiary re-branded as iconectiv, and we also  
19 integrated a number of interconnection assets from  
20 other parts of Telcordia and Ericsson itself in doing  
21 this, and part of this was to clarify any branding  
22 confusion because Ericsson was touting by the end of  
23 2012 that they had fully assimilated Telcordia into  
24 Ericsson and there wasn't any more Telcordia.

25 Well, that's a problem for iconectiv, and



1 so we had to come out with our own brand.

2 MR. JACOWLEFF: Chris, can I just put a  
3 finer point on that?

4 MR. DRAKE: Yes.

5 MR. JACOWLEFF: So Chris said the word  
6 carve out. That's not actually what happened. As  
7 Ericsson worked toward integrating the units within  
8 Telcordia, that it was subsuming into Ericsson,  
9 Telcordia remained and those units, predominantly our  
10 OSS units and our network units, were integrated in.  
11 Iconectiv remained in Telcordia.

12 It wasn't carved out. It was always  
13 there. It just never went anywhere when the rest of  
14 Telcordia went into Ericsson, and so as you'll see in  
15 the next charts, we remain in there, and other assets  
16 from Ericsson, as well as Telcordia, were added to  
17 form the company that iconectiv is today. Iconectiv  
18 is a branding name. The actual company, Chris is  
19 going to talk about that. So stay on this topic. Go,  
20 Chris.

21 MR. DRAKE: Is Telcordia, that's right.  
22 And even just recently we appointed an independent  
23 board, which is something we had committed to do as an  
24 additional layer of independence and neutrality for  
25 our company. We'll talk about that.

1 Touching on the ownership structure. So  
2 Ericsson is a 35 to \$40 billion annual company and  
3 market cap of \$40 billion, a cash position of  
4 \$6 billion, a formidable company. Of course, this  
5 ownership structure allows us to take advantage of  
6 their substantial resources, so that's a very good  
7 thing.

8 Naturally, with a company that size,  
9 there's a lot of entities, so they have a number of  
10 operating entities and holding companies. With  
11 respect to the path down to Telcordia, there's a  
12 number of holding company layers, and then we get down  
13 to the U.S., and we see Ericsson U.S., and the  
14 business they do with all of you is an independent  
15 company from Telcordia called Ericsson U.S. And then  
16 there's Telcordia Technologies, which is us. This is  
17 our legal name, and we do business as iconectiv as a  
18 brand.

19 A couple of things to point out. This is  
20 an independent legal entity. We have our own  
21 subsidiaries underneath. We have our interconnect  
22 communications consulting company that does worldwide  
23 numbering and spectrum consulting services for  
24 regulators and carriers across the globe. We have  
25 entities that are joint ventures where there's a

1 degree of local ownership required to operate a  
2 solution such as in India, such as in Mexico, a local  
3 entity acquired, and there are others like this. So  
4 we have a number of entities under -- and they were  
5 all listed in the RFP response.

6 For the purposes of this presentation, I  
7 think the main thing to say and call out is that we  
8 are independent. The NPAC SMS contract will be with  
9 this entity, Telcordia Technologies. I will call us  
10 Telcordia throughout the rest of the presentation to  
11 stay consistent with the language in the RFP. Okay.  
12 Any questions about that?

13 Okay. I guess maybe I'll just say, we  
14 are also -- while we talked about Ericsson and their  
15 \$35 billion business volume and their stability,  
16 Telcordia itself is a full company with critical mass,  
17 has its own revenue flow of [REDACTED] million a  
18 year, its own very strong cash flow, profit margins,  
19 just to be clear about that.

20 Again, as I said --

21 MR. JACOWLEFF: And just one other point.  
22 And it has the balance sheet to build the NPAC in its  
23 own capacity without taking facilities to do such or  
24 borrowing from the parent company.

25 MR. DRAKE: Again, as I mentioned, just



1 this last month we created or established that  
2 independent board whose mission is to oversee or  
3 support the business objectives of Telcordia to  
4 deliver mission-critical, neutral clearinghouse  
5 database solutions worldwide. So that is the mission  
6 of this board. It is comprised of one Ericsson  
7 shareholder, Peter Heumann, Rich Jacowleff as  
8 chairman, and then three independent board members.  
9 So there's a strong degree of independence in terms of  
10 the autonomy that this board has over decisions  
11 governing the behaviors and choices and priorities of  
12 iconectiv, and I think you'll recognize some of these  
13 names.

14 Dick Lynch, of course, was CTO of Verizon  
15 Corporation for many, many years, has a deep  
16 understanding of the U.S. infrastructure and the TA,  
17 et cetera. I don't think much more of an introduction  
18 is required of Dick. And William or Bill Clift was  
19 CTO of Cingular, forming the AT&T mobility joint  
20 venture with Bell South, as we see it. So, again,  
21 another member with deep telecom expertise on the  
22 board.

23 And Mark Greenquist, who was CEO of  
24 Telcordia prior to the Ericsson acquisition and has  
25 been CFO at large companies like Simple Technologies

1 and also been a senior executive at General Motors, so  
2 he's got a deep pedigree in managing large businesses.

3 So a very strong, strong group of board  
4 members here with extensive experience in the industry  
5 and a strong business acumen. Okay. Any questions  
6 about that?

7 So what do we do at iconectiv?  
8 Fundamentally we are about delivering trusted, neutral  
9 database clearinghouse solutions globally to assist in  
10 the interconnection of carriers in their local  
11 environment and a nationwide infrastructure and also  
12 globally in some of our offers. These are  
13 fundamentally based on clearinghouse solutions,  
14 clearinghouse processes, and that is at the core of  
15 our DNA.

16 Take a look at some of our portfolio, and  
17 you'll see it's database after database after database  
18 with clearinghouse operations that is equally  
19 engrained in what is Telcordia. And, of course, with  
20 respect to the U.S. NPAC, further deep expertise in  
21 the U.S. numbering requirements are brought to bear as  
22 well.

23 As I say, we're a strong company with a  
24 critical mass. We already deal with a thousand -- a  
25 thousand different customers and manage the customer

1 care and billing those customers. We process  
2 transactions for those customers that reach across  
3 over two billion subscribers globally. We manage  
4 things in the order of millions and hundreds of  
5 thousands of entities, like equipment types and  
6 locations or connections in the billions. And with  
7 respect to U.S. portability, we do actually have a  
8 very large percentage given our local systems  
9 deployments with many of you. Reach of 80 percent of  
10 fixed access lines; 95 percent of the wireless number  
11 portability passes through our systems; and, of  
12 course, with the 800, 100 percent of portable  
13 toll-free tasks as well.

14 So as we are a company of critical mass,  
15 we're also deeply expert in databases and in the U.S.  
16 numbering domain.

17 Just a closer look at the portfolio here.  
18 I'll call your attention to the pictures.  
19 Fundamentally this is the pain point that we resolve  
20 that companies who wish to interconnect with each  
21 other must trade information in a mesh configuration  
22 can be very complicated to maintain the data set of  
23 yourself and others and exchange them and maintain  
24 accuracy.

25 This is commonly what drives industries



1 to a clearinghouse or a hub model, and that's what we  
2 do fundamentally in almost all of these solutions is  
3 we simplify that interconnection through that sort of  
4 data service.

5 Of course, first up on the list is number  
6 portability database services and also the local  
7 gateways that were used to insulate the OSS  
8 infrastructure from the interface to the NPAC itself.  
9 We do industry interconnection routing database  
10 services. A lot of you are familiar with the LERG TRA  
11 services, which are ours as well, and we do that also  
12 on a global basis with international dial plan  
13 information.

14

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

23 We're also in the spectrum management  
24 domain, beginning with the white space, a white space  
25 initiative, which freed up spectrum with the advent of



1 digital television. We have a database running in the  
2 United States for some time now live, and we're doing  
3 interoperability certification of the device makers of  
4 radio spectrum on an ongoing basis. We're also doing  
5 that globally, and this, again, is a database where  
6 you have to declare to a multi-vendor arrangement of  
7 databases. You guys can actually think of this as the  
8 regional multi-vendor model, in fact, though it is  
9 nationwide, that in any geography in the United  
10 States, multiple databases by multiple vendors can  
11 operate and the design of that system is to share with  
12 each other when a device attaches and is allocating  
13 the spectrum.

14 It must inform all the rest within that,  
15 what they call, the geographic contour of that radio  
16 band that it has that channel, and so all vendors  
17 understand that channel has been ported to that radio  
18 device and is used by that ISP now, and until it's  
19 released, it cannot be used again. And that is  
20 coordinated by synchronizing across the databases and  
21 the vendors.

22 MR. JACOWLEFF: And the vendors pick  
23 their own database providers.

24 MR. DRAKE: Yeah, that's a good point.  
25 The business model is that any ISP can select any

1 radio equipment that it wishes to use for base  
2 stations or terminals or the access points, and they,  
3 in turn, can decide to connect to any database vendor  
4 that they want. It's a completely open market,  
5 perhaps more analogous to DNS, use of DNS, and it's  
6 really there than it is, say, numbering.

7 But the idea is the same, that spectrum  
8 management and this will move into 5.8 gigahertz and  
9 other spectrums will become an open market of that  
10 nature.

11 We also do some carrier infrastructure  
12 information services, that includes things like common  
13 language, which most -- many of you are familiar with.  
14 We also do SMS messaging, which is one of the assets  
15 we assimilated from Ericsson as we declared ourselves  
16 as an independent entity from Telcordia Technologies,  
17 iconectiv, and that included assimilating some  
18 Ericsson assets in interconnection and that includes  
19 SMS messaging.

20 And, of course, ICC does regulatory  
21 consulting worldwide, but we'll touch on that a little  
22 bit more.

23 So you can see we have a broad portfolio.  
24 We're not just in the numbering business, but almost  
25 everything here is of the same in nature as the NPAC

1 with information shared across the carrier  
2 infrastructure on a nationwide basis for the benefit  
3 of the efficient movement of telecommunication  
4 services between providers.

5 We thought it was important to emphasize  
6 or call out for a few minutes a part of the RFP  
7 response that talked about our global experience. The  
8 red illustrates where Telcordia has deployed number  
9 portability solutions. The dark gray illustrates  
10 other countries that are number portability enabled  
11 that aren't using Telcordia, and the light gray is  
12 countries that are not number portability enabled.

13 So you can see by the -- between the dark  
14 gray and the red that Telcordia really has most of the  
15 worldwide market for those solutions. In fact, the  
16 regulators talk to each other quite frequently, and we  
17 are given referred business to a new regulator trying  
18 to entertain number portability.

19 There are certain countries, say,  
20 Kazakhstan, et cetera, looking closely at that,  
21 Russia, Ukraine, looking at number portability. They  
22 come to us, in fact, and talk to us about what is kind  
23 of colloquially called our reference solution for  
24 number portability.

25 Now, we appreciate that the U.S. number



1 portability is its own system. It has its own  
2 particularities. It's meeting its own certain types  
3 of requirements as driven by the industry. It's not  
4 the same as the NPAC we deploy worldwide, but I will  
5 tell you that to a large extent, there is no --  
6 there's no single NPAC deployed worldwide. Even as  
7 people start with our NPAC reference architecture,  
8 there are always particular requirements that that  
9 industry drives, as customizations they feel are  
10 important for their local conditions.

11 We call that reference architecture NPAC  
12 plus. That was referred to in the RFP, to be clear  
13 about that. NPAC plus refers to the addition of  
14 pre-port validations between carriers on the NPAC, as  
15 well as reporting itself and the broadcast. This is  
16 done, as you all know, today separately through things  
17 like an SMG clearinghouse in the United States before  
18 things get to the NPAC. Those have been assimilated  
19 into one solution in many, many of the deployments  
20 worldwide.

21 MR. JACOWLEFF: Partners.

22 MR. DRAKE: Ah. Thank you, Rich. So the  
23 other thing is, of course, we have to establish local  
24 data centers. Data privacy regulations require that  
25 the database contents be kept within the borders of



1 the country in every case. We have to work with local  
2 data center providers to establish a 3 or 4-9s  
3 capability with a primary and a backup disaster  
4 recovery site in every instance. We do that with tier  
5 one providers.

6 It has been announced previously, so I  
7 can say that we've worked with IBM in two different  
8 countries as a tier one; with Neorbis in Latin  
9 America, and now we're working with SunGard here in  
10 United States. We have deep experience in working  
11 with those large tier or very robust data center  
12 solutions that support the NPAC.

13 And also I want to say, again, we program  
14 managed all of these implementations. We led the  
15 industry, which included the carriers and the  
16 regulator, through the business rules discussion to  
17 culminate in a formal solution or formal requirement  
18 set, and then we worked with the carriers to deploy.  
19 We have many cases, you can see from the -- does it  
20 actually distinguish the gateways?

21 In many cases, we have multiple gateways  
22 in these countries. Oftentimes we'll have three --  
23 two or three gateways in the country with that many of  
24 the operators that are participating, and so we also  
25 have that exposure to the local system side on a

1 global basis, not just here in the U.S.

2 I'm going to talk a bit about SunGard.

3 First, at the very top, they've been in business for  
4 decades. They are a \$4 billion company. They have  
5 thousands of customers, and they are, in fact, the  
6 pioneers of disaster recovery. A high availability in  
7 fail order solutions. We're going to drill into  
8 what's called availability services, which is a  
9 business line in -- on SunGard to actually provide the  
10 data center solutions.

11 First, looking at their customer base for  
12 the data center business line, their mission here is  
13 to ensure business continuity fundamentally, and it  
14 all has to do with data or the application and the  
15 data running on their infrastructure for their  
16 customers. It provides hosting services, disaster  
17 recovery services. This is a case where the primary  
18 data center for a customer is either theirs or  
19 somewhere else, and the backup data center is run by  
20 SunGard, as I will talk about that.

21 They do extensive fail testing and  
22 restoration on an ongoing basis. They do cloud  
23 solutions, collocation, and they actually have a very  
24 large business continuity management practice, which  
25 really just emphasizes their expertise in disaster

1 recovery.

2 Over [REDACTED] customers. You saw 25,000  
3 customers globally company-wide. There are [REDACTED]  
4 customers in -- particularly in the data center  
5 business, and what we found very interesting and  
6 compelling is that when you look at the industry  
7 verticals, they really have a huge share of the top  
8 brands in each of those sectors. So they are trusted  
9 by these companies to provide that resilient  
10 infrastructure, and we are -- we are believing very  
11 strongly that they are the right partner to deliver  
12 that kind of robust system for the NPAC.

13 Looking closer at the data center and  
14 some of the characteristics of this, I mentioned a lot  
15 of the capability set in what they call availability  
16 services. Just a few other things.

17 [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

23 They have adopted universally I-T-I-L,  
24 ITIL version 3. Is ITIL something some of you are  
25 familiar with? Jason. Good. Good.

1. *Journal of the American Medical Association*, 2000; 283: 2689-2693.

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*Journal of Management Inquiry* 16(4) 409–427  
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1. The first step in the process is to identify the problem or issue that needs to be addressed. This involves gathering information and understanding the context of the problem.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

[illegible]

1. *Journal of Management Studies*, 1996, 33(1), 1-14.

[illegible]



[illegible]

18

[illegible]

1

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

13                   We had about 350 customers declare,  
14 meaning that they put us on notice that they were  
15 worried that they were going to have impact to their  
16 operations. We had about 120 clients that actually  
17 went into complete disaster mode, meaning that their  
18 operations in another location ceased to exist and  
19 they needed to fail to our locations and we needed to  
20 support them out of those [REDACTED] facilities.

21                   We housed about 1,500 employees from our  
22 clients in those facilities and other facilities

23

[REDACTED]

[REDACTED]

1 there on the site in terms of the number of financial  
2 institutions and others we support. A lot of the  
3 businesses that we support out of the [REDACTED]  
4 location are financial traders. They're even in  
5 sub-second transactions. They're dealing in very  
6 real-time operations. We kept those operations going  
7 for those customers throughout Sandy.

8 The other large vertical that we were

9 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

6

In fact, I think for 2013, we received, again, status recovery provider of the year from the Disaster Recovery Institute. That's about the thirteenth year we've won that award. That's sort of giving some insight into the maturity of operations that we handle.

12

MR. DRAKE: Thank you, Curtis. I'll also just share something. Curtis informed us of the fact that none of the customers that had their primary site in [REDACTED] had any disruption of services, not a single one. So they really do have a disaster recovery or high availability credentials that we really want to see in the next Telcordia NPAC.

19

We're going to take a look at the proposal. So we just finished kind of covering two companies that are providing this solution; their critical mass and their expertise being the primary points being made there.

24

So looking at the proposal itself, the first thing we want to call out is conformance or



1 compliance to the requirement set. Okay. Whether  
2 it's the FRS or the industry leader base spec IIS or  
3 other RFP requirements, we are agreeing to every  
4 single thing that has been requested.

5

[REDACTED]

14 On the management side, again, compliant  
15 to all requirements in the RFP, and also further we  
16 are adopting, in this particular case, the same ITIL  
17 v3 that SunGard uses. We'll talk a little bit more  
18 about that, but it really is a best practice for a  
19 customer focused operation.

20 And on the security front, we're  
21 compliant to the requirements stated in data center  
22 security and any particular security requirements in

23

[REDACTED]

1 [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

5 MR. ZAMLONG: Just one quick comment. I  
6 don't want to break in, but from a time point of view,  
7 we probably need about another 20 minutes or so, to 30  
8 minutes. Is that going to be a problem?

9 MR. SCIULLO: No, that's fine. You've  
10 got 29 minutes.

11 MR. ZAMLONG: Thank you very much. I  
12 can't get everything I ask for.

13 MR. DRAKE: Okay. So forgive me if I get  
14 excited now when I talk about the technology, but I  
15 want to spend a bit of time on the logical  
16 architecture for the solution, and this is a figure  
17 that was in the RFP itself. [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
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24

And lastly, the technology innovations

25

that they brought actually make this system work



1 better the more you ask it to do. The higher the  
2 capacity demand, the more efficient it becomes. Quite  
3 an interesting technology.

4 So the bottom line here is that we are  
5 using the very latest in technology in order to  
6 minimize the cost, because things are cheaper in  
7 higher capacity, both now, as well as growing into the  
8 future. And we're passing that cost on in pricing for  
9 the proposal.

10 Another key criteria was management in  
11 the RFP. So what we want to stress here is that we  
12 have built a full management architecture on top of  
13 the NPAC application itself with -- I'm not sure if  
14 you can read, but, again, from the RFP, monitoring,  
15 reporting modules, billing modules, ticketing, a  
16 knowledge base for self service and continuous  
17 improvement, and, of course, a single sign-on identity  
18 access management system for the ease of use of the  
19 industry. And other applications required, such as  
20 the interactive voice response and the enhanced  
21 enforcement are all included there working ancillary  
22 with the NPAC.

23 All of this is using ITIL v3, as I  
24 mentioned. This, again, is the world's most adopted  
25 practice in enterprise IT to ensure that it's highly

1 customer centric; to ensure that it's got well-defined  
2 governance, very rigorous change control, and that  
3 there's continuous improvement driven by metrics,  
4 monitoring, and reporting and decision making  
5 throughout. Those three elements are deeply embedded  
6 in the ITIL v3.

7 And we apply that to all of the work  
8 processes or functions, and, again, just to hit them  
9 quickly, this a fully managed operation, not just the  
10 database, with the service desk and incident  
11 management, knowledge management, ticketing, request  
12 fulfillment work flows, ongoing monitoring, and SLA  
13 reporting and management. Everything is in here that  
14 we would need to operate a customer-focused NPAC.

15 Again, transition is very important. So  
16 the emphasis of the last few charts are we can build  
17 this thing and we can build it at a good price point  
18 that we can pass on the savings to you. Now can we  
19 actually, say, deliver it and deploy and turn it up  
20 and get through industry testing, and we believe we  
21 have absolutely the ability to do that.

22 All the requirements that you put in the  
23 RFP with respect to transition we're compliant to,  
24 which is that we will assume that full responsibility  
25 and that we will cover the costs of all of the program

1 management transition as part of the flat-fee  
2 transactions.

3 Our qualifications. We've been 17  
4 years -- actually it's close to 20 years thinking  
5 about 1-800 portability, but 17 years since 1996 and  
6 LNP, and we participated very heavily in the LNPA  
7 working group and the WICIS with respect to pre-port  
8 validations and more tighter reporting intervals and  
9 inter-model ports as well, all the way from the very  
10 beginning of U.S. number portability.

11 So deep expertise in the industry  
12 standards, and, of course, one of your requests or  
13 requirements were that the administrator of the NPAC  
14 be deeply involved in the working groups in the  
15 industry forums to assist in the evolution of the  
16 NPAC, and we're already doing that and we're fully  
17 committed to doing that as a distributor in an even  
18 bigger way.

19 We're active in the forums -- INC, Future  
20 of Numbering, NOWG, and the FCC mandates. I think  
21 like, for example, there's a lot of work going on for  
22 the XML interface spec, the XIS. Those of you who are  
23 a part of that, I think you'll agree that our  
24 contributions to that have been very constructive, and  
25 we've raised some good points towards a better XML



1 solution, a more functional XML solution. We're fully  
2 supportive of that XML direction, and we're helping  
3 the industry to think about some other factors and get  
4 the best solution possible. And, again, part of our  
5 experience lies in the fact that we have local  
6 systems, RA SMS, our SOA, our ICP, and the gateway.  
7 We manage 95 percent of the wireless transactions and  
8 a large percentage of wireline in America, and that  
9 being at the other end of the NPAC interface affords  
10 us an even greater level of insight as to the nature  
11 of the implications to carriers as NPAC evolves.

12           With respect to the 15 countries, again,  
13 I'm not trying to claim that this NPAC are like those  
14 NPACs. No NPACs are created the same, but in terms of  
15 the dynamics required to transition an industry to an  
16 NPAC, we have done this 15 times. We've facilitated  
17 the industry forums to define the processes, the  
18 interfaces, the carrier systems. We have selected  
19 through rigorous diligence the right data center  
20 partners in those local regions and trained them on  
21 the particular requirements of the NPAC application,  
22 trained them in terms of how to monitor and report on  
23 that, and we worked closely with them through  
24 SLA-driven business grievance.

25           And, of course, we program managed, PMO.



1 We do that as a matter of course in these deployments  
2 worldwide, and that includes the full industry testing  
3 and getting approved industry test cases on the table,  
4 and M&Ps tested, et cetera.

5 We believe that our RFP response has  
6 provided a comprehensive transition plan. It  
7 leverages our expertise, as well as SunGard's  
8 expertise of the data center infrastructure, and we  
9 will be successful at implementing and launching it  
10 going live in the regions we're selecting.

11 MR. SCIULLO: Chris, you have ten  
12 minutes.

13 MR. DRAKE: Thank you. Just looking a  
14 little bit closer at the key roles of each party in  
15 the transition. Of course, Telcordia implementing the  
16 actual NPAC database and the application and  
17 operations infrastructure, staffing the service, and  
18 performing data migration of any historical NPAC data  
19 or in process ports that might be pending for the  
20 regions that we're going to launch.

21 And program managing. And I wanted to  
22 emphasize that our program management office always  
23 uses a risk management approach, PMI based risk  
24 management to identify key issues and jeopardies and  
25 take the actions to resolve them and track them to

1 resolution. That's deeply engrained in our launch of  
2 15 number portability sites, and we appreciate that  
3 there are new M&Ps that relate to Telcordia's NPAC SMS  
4 that will need to be developed with carriers  
5 collaboratively. We're fully committed to do that and  
6 to test them with the carriers. And there will be a  
7 continuous communications model throughout the whole  
8 process, and especially hotlines and things of that  
9 nature during go-live or industry test phases.

10 The industry responsibilities, of course,  
11 to sign end user agreements, similar to what's done  
12 with NPAC today. These are templates, so they are  
13 very straightforward activities. And participate in  
14 the training that we'll provide relative to the  
15 methods and procedures or aspects that are interesting

■ [REDACTED]

■ [REDACTED]

18 MR. JACOWLEFF: Chris, you want to leave  
19 yourself time for regional and for pricing.

20 MR. DRAKE: Yes. We have like three or  
21 four charts to go.

22 Of course, you'll have to set up your  
23 connections to the primary and backup site. That's  
24 pretty straightforward. And then there will be  
25 turn-up testing, performance testing, and fail-over

1 testing and so forth. That is where the industry  
2 responsibilities would be in the transition.

3 Multi-vendor regional model. So we -- we  
4 all know that the back office systems and the SEPs or  
5 live databases for routing have been designed to be  
6 insulated from the NPAC itself and its interfaces from  
7 day one. The FRIIS define all technical requirements  
8 for local systems like RA SMS or Tekelec, like our  
9 interface to the -- our LSMS interface to the network  
10 equipment.

11 So this is a full installation of  
12 networks and back office OSS from the NPAC itself, and  
13 that will be retained in the new -- in the new  
14 architecture that might have multi-vendors in  
15 different regions.

16 And, of course, the whole architecture  
17 from the beginning was written to be multi-vendor  
18 regional. It was only through the failure of Perot in  
19 theory at the beginning of this journey that it ended  
20 up to be a monopoly and lasted as long as today, but  
21 it is architected for regional. I think we'd all  
22 agree with that fact.

23 Now, having said that, there are some  
24 operational impacts. I'm not saying here there's  
25 absolutely nothing that will happen if you do

1 different vendors between, you know, different  
2 regions. There will be some industry testing, of  
3 course, that has to be done with the new NPAC, as well  
4 as perhaps the old one. If say the IAS is coming out  
5 in that time frame or some other new industry  
6 capability, there will be Neustar tests and there will  
7 Telcordia NPAC tests. So there will be two vendors to  
8 test against. There will some M&Ps that need to be  
9 updated to deal with the fact that in one region  
10 you're going to interface with the Telcordia SMS, and  
11 in another, the incumbents or perhaps others,  
12 depending on what direction you take.

13



1

[REDACTED]

[REDACTED]

[REDACTED]

5 And lastly, they wanted to declare like

6 why do they care. They felt that the long-term

7 benefits of the industry of having multiple vendors,

8 cost improvement, the innovation acceleration that

9 that engenders, and the resiliency of that system

10 outweighed the short-term impact and the costs

11 supporting that. This is what they believed to be the

12 case. You will make your own determination, of

13 course, but those are interesting data points, and

14 this is published on their website should you wish to

15 take a look at that.

16 Bottom line here is that we believe the

17 multi-vendor regional model in our proposal is

18 entirely viable, both technically and operationally.

19 Not to say that there aren't any impacts of any kind,

20 but they are very manageable.

21 Cost. So, again, from the RFP, you would

22 recognize these two pictures. We -- we are compliant

23 to all the requirements. Again, that's thematic. You

24 requested that all requirements are part of that fee.

25 You requested that any future SOWs or enhanced NPAC

1 are a part of that fee. You requested that there be  
2 some transparency, and, in fact, the savings in later  
3 years be passed back. [REDACTED]

4 [REDACTED]  
5 [REDACTED]  
6 [REDACTED]  
7 [REDACTED]  
8 [REDACTED]  
9 [REDACTED]  
10 Whether it's a regional model or a  
11 nationwide model, those principles apply.  
12 Furthermore, in a multi-vendor model, we believe that  
13 has an added benefit of having a competitive  
14 environment. Multi-vendor is always good for an  
15 industry. So there's that added value on the  
16 multi-vendor case.

17 We believe that the current distribution  
18 model for fees on a regional basis can be used. We  
19 can talk more about that in the Q and A. And we  
20 believe that having a multi-vendor situation will  
21 evolve the industry towards full carrier choice.

22 We have heard the comments that, Boy, if  
23 we're going to change the NPAC vendor, we'd really  
24 like to have full carrier choice. Some people call  
25 that pie in the sky. There is a path to that through

1 the multi-vendor regional model where you can  
2 establish more than one vendor nationwide, on a  
3 regional basis, and then you can evolve that to a much  
4 more open environment, somewhat similar to, say,  
5 spectrum management where there could be any number of  
6 database vendors applying transactions and any carrier  
7 can choose whichever one they want and everything is  
8 synchronized. So that is an evolution that we believe  
9 this enables.

10 Bottom line, though, on cost, it's market  
11 paced because it's a competitive environment, and we  
12 believe it's a fair and reasonable price for what  
13 we're offering and what you're asking us to do.

14 So this is the last chart, and  
15 fundamentally we're recapping what the key themes  
16 were. I hope that the presentation has conveyed them  
17 and has emphasized them properly. We absolutely would  
18 like to hear more questions and get answers in areas  
19 to drill into any one of these assertions, but this  
20 was the design criteria for our proposal in response  
21 to the RFP; that we would be completely compliant;  
22 that we would be bringing deep expertise in both the  
23 U.S. and global number portability to the solution;  
24 and that we had both the technical and operational  
25 experience to deliver the right kind of solution for

1 the industry; that we brought an absolutely  
2 best-in-class data center infrastructure solution with  
3 our partner, SunGard; and that we could not only build  
4 this thing but transition it and go live in the  
5 regions that we selected, again, very much through a  
6 long testing interval and collaborative partnership  
7 with the industry and carriers throughout the process.

8           It's a fair and reasonable price in our  
9 proposal, and we believe that the model for  
10 multi-vendor, if you choose to go in that direction,  
11 is entirely viable, both technically and  
12 operationally.

13           And lastly, the service we propose is  
14 built on an architecture that is highly extensible to  
15 new technologies, whether that's the all-IP network  
16 goal or some other goal, and it will scale to  
17 increasing demands put upon it in the future, and all  
18 together that presents a very compelling proposition  
19 with substantial benefits to the industry with the  
20 introduction of this Telcordia mecca.

21           So hopefully the presentation has  
22 conveyed that, but we'll take questions just to make  
23 sure that if there's any lingering doubts or areas of  
24 uncertainty, that we address them properly. Thank you  
25 very much.



1 MR. STEEN: Thank you. I think that was  
2 a good presentation. I think I noticed we were taking  
3 a lot of notes and looking at it. We're going to take  
4 about a 15-minute break. We'll set up, and we do have  
5 a number of questions we'd like to go through some of  
6 them you have clarified for us probably already, but  
7 we'll hit those again. We'll get those questions.  
8 We'll take about a 15-minute break.

9 MR. KAGELE: Just one quick question for  
10 Chris, please, before we take the break.

11 MR. STEEN: Sure.

12 MR. KAGELE: What year did the spectrum  
13 management database you were referring to go live?

14 MR. ZAMLONG: John, you want to answer  
15 that?

16 MR. MALYAR: January 2012.

17 MR. KAGELE: January 2012.

18 MR. STEEN: Any other quick questions  
19 before we take a break?

20 MS. EMMER: I had a quick question for  
21 Curtis. What was the award that you won over the last  
22 13 years? I didn't catch the name.

23 MR. HAMPSHIRE: It was disaster recovery  
24 provider of the year from the Disaster Recovery  
25 Institute. It was the DRJ award in March this year,

1 the latest one.

2 MR. STEEN: Anything else?

3 MS. TUCKER: With respect to the award,  
4 how many different companies actually do disaster  
5 recovery at the level that you do?

6 MR. HAMPSHIRE: There's a couple sizeable  
7 companies that do this. There's a number of companies  
8 that actually we sell our services, but you've got  
9 companies like IBM and other large data PSCs that  
10 actually do services as well.

11 MR. FREED: Yeah. In your hardware  
12 redundancy plan, with your spare capacity, is there  
13 any plan to utilize that, such as DRP?

14 MR. DRAKE: Not in particular, but, John,  
15 maybe you want to take a shot at that.

16 MR. MALYAR: [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

8

MR. JACOWLEFF: Did that answer your

9

question?

10

MR. FREED: Not completely. So in other

11

words, you do plan to utilize that capacity?

12

MR. MALYAR: [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

17

MR. FREED: Okay.

18

MR. STEEN: Okay. Anything else? Let's

19

take about a 15-minute break.

20

MR. ZAMLONG: One question before you

21

break. I apologize. I did not take any notes because

22

I know you said you didn't want us to -- if I take

23

notes on paper that's marked, then I'm okay?

24

MR. SCIULLO: Yeah.

25

(Recess taken, 10:47 a.m. to 11:05 a.m.)

1 MR. STEEN: We're back, and we have  
2 prepared a number of questions. Some of them you  
3 probably anticipated with the presentation. We  
4 appreciate that, but I think it's still good that we  
5 go through them again anyway, and Todd is going to  
6 lead us through the questions. We'll project them on  
7 the board so that way -- the screen so that way you  
8 can see them and think about them if you need to. And  
9 as we said before, we'll try to keep up with it, but  
10 we'll try somewhere around every hour to take about a  
11 ten-minute break so everybody can relax a little. All  
12 right. Questions.

13 MR. DAUBERT: One thing I'll just say is  
14 my role here is really just to serve, as I explained  
15 to Joel, as a facilitator of questions so that we can  
16 keep moving on, and the goal really here is just to  
17 give everybody a chance to provide as much useful  
18 information about the proposal, the questions.

19 You know, obviously we wrote these  
20 questions before your presentation, so you're going to  
21 see some repeated.

22 MR. JACOWLEFF: Okay. Now, in  
23 preparation of what we thought some questions might  
24 be, we have a bunch of backup charts inside of that  
25 deck, so I don't know logistically how Chris --



1 MR. DRAKE: I spoke --

2 MR. JACOWLEFF: Do you have a USB or  
3 something? If you need it, we might want to refer to  
4 a chart that elaborates on the answer.

5 MR. STEEN: We'll see how that works out.

6 MR. DAUBERT: And some of the ways the  
7 questions are structured, we did not want to prejudge  
8 the way the answers would be, so there's various  
9 different options depending on how you answer. I  
10 don't intend to read this all line by line, but it's  
11 helpful for a guidance for us to go through.

12 MR. STEEN: I think we're trying to make  
13 the projector work a little better.

14 All right. Todd, I'll turn it over to  
15 you.

16 MR. DAUBERT: Excellent.

17 MR. STEEN: And Deb will be driving for  
18 you, I think.

19 MR. DAUBERT: So, you know, we just  
20 wanted to get into a little bit more of a discussion  
21 about how you arrived at your pricing proposal. You  
22 touched on that in the presentation. [REDACTED]

1 [REDACTED] This is really sort of  
2 a general discussion. How did you come up with your  
3 pricing proposal, how did you structure it?

4 MR. JACOWLEFF: Can I start with that,  
5 Joel?

6 MR. ZAMLONG: Certainly.

7 MR. JACOWLEFF: So how did we come up  
8 with the pricing proposal? So as a services company,  
9 as a software company, when we work projects and you  
10 work many projects around the world, the first is you  
11 size and scope the technology, the service, the  
12 people, and equally important you build risk into your  
13 cost plans.

14 And so we did a bottoms-up view of --  
15 first, we designed an architecture that we felt was  
16 going to meet the needs. We worked with the SunGard  
17 guys to design data centers. We then costed those  
18 things, and form follows function, so the  
19 organizational design needs to follow the service that  
20 we're delivering, it needs to follow the architecture  
21 that's being built. And so then we laid out what the  
22 organization would look like all the way through the  
23 highest level of the management chain, which would be  
24 the executive vice president reporting to me.

25 This business will run as its own

1 business unit inside of iconectiv, with that isolated  
2 in the sense that it will be its own business unit and  
3 will be somewhere physically isolated from some of the  
4 other services.

5 And so we added up all those costs, and  
6 then we run it -- as a business, we run on certain  
7 margins. Margins affect any business, as you all  
8 know, public businesses and private businesses.  
9 You're judged by your margins relative to your  
10 competitors, and so we target to do business at  
11 certain margins. We added up our costs. We came up  
12 with a price.

13 We recognize that we have a pretty  
14 substantial investment. Anybody new, ourselves or  
15 others new coming into this will have a substantial  
16 investment over what the incumbent would have, and,  
17 you know, there's no hiding that fact. [REDACTED]

[REDACTED]  
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1 [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] So we wanted to come in at a price that  
5 we thought would work for us and hopefully work for  
6 you guys.

7 MR. ZAMLONG: Okay. So the other thing I  
8 would just add to that, when you look at the different  
9 factors that are involved, as Rich said, we looked at  
10 the architectural design, how we would design the  
11 system, looked at it with SunGard and created a  
12 detailed bill of materials to get all of the  
13 components identified, okay. So it wasn't like we  
14 didn't estimate things.

15 We put actual configurations together  
16 based on what we understood the requirements would be.

17 [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

25 This is where John and some others were



1 saying earlier, and Chris, you know, we [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] So I

9 want you to feel confident that we didn't undersize  
10 it, okay?

11 Again, you may think it's -- in the  
12 context of the price, you could view -- well, in the  
13 context of what price is you perceive something like  
14 this would be based on experience, and as Rich said,  
15 we have a lot of experiences in doing these databases  
16 in other areas also from a market-based point of view.

17 After we looked at the sizing of the  
18 hardware, we looked at the staff that we needed. We  
19 looked at what we would need in the context of the  
20 support that Telcordia would bring to the table, plus  
21 we also factored in the pricing that we had for the  
22 services support that SunGard provides to us. That's  
23 above and beyond a price that is just for hardware.

24 [REDACTED]  
[REDACTED]

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

12

MR. ZAMLONG: Then what we also -- again,

13

so we factored in you go from -- what are the

14

different components? There's the infrastructure

15

component you have to have. Obviously one of the

16

things that we brought to the table is a highly

17

qualified data center partner. There's a lot of

18

infrastructure and capabilities we could leverage, but

19

on the other hand, obviously we're putting dedicated

20

components in for what we're doing for this system,

21

but we also get the advantages that -- as an example,

22

in their data center in [REDACTED] they have this

23

diversity of all carriers that come in, they have

24

diversity of power, as you heard when we talked about

25

Hurricane Sandy. They survived these types of things

1

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1           The other aspects are we also then looked  
2   at it, in our pricing, where do we have to be at  
3   different points. [REDACTED]

[REDACTED]

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10 MR. ZAMLONG: When I say Telcordia, that  
11 would be the Telcordia team because right now the way  
12 that we worked it with SunGard, it's not the SunGard  
13 people.

14 MS. CAMPAGNOLI: Okay. So they would be  
15 all Telcordia?

16 MR. ZAMLONG: They would be incremental.  
17 And, again, part of the reason I did it that way is  
18 the Telcordia team is the primarily customer-facing  
19 team to you.

20 MR. JACOWLEFF: [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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3

MR. DAUBERT: And, you know, don't worry about -- you know, obviously we'll try to move these along, but we're not trying to stick on a specific schedule. The most important thing is that we have a really good dialogue, and, you know, if you guys know additional information, you can share it with us.

9

MR. ZAMLONG: And, again, I think the key theme here, as Rich said earlier and Chris said, we want to be transparent. We want to make sure you understand what we're doing because we recognize that some of the numbers that are out there and some of the things are -- you know, you kind of first look at it and it takes you aback, okay, so you have to understand why it's realistic.

17

And you can probe with more questions and we can talk more about it to make sure you feel comfortable.

20

MR. DAUBERT: So for the next one we're just talking about development costs in general, and we just wanted to make -- you know, ensure that development costs were included in pricing; if they weren't, how you'd recover them; and are there any charges that the industry would be expected to pay



1 that are not documented in your proposal?

2 MR. ZAMLONG: Okay. So, again, I said I  
3 wouldn't answer all the questions, but since they're  
4 on costs, I'll just take this one and others can  
5 comment. [REDACTED]

[REDACTED]

[REDACTED]

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6

MS. GEHL: More specifically towards what

7

Rich's response was. You indicated that you're using

8

project accounting, project tracking, and that all

9

expenses are going towards this project. In your

10

definition, when does this project end? Does it end

11

at implementation or would it end at the end of the

12

contract term?

13

MR. JACOWLEFF: For the purpose of the

14

business case, it would end 2020.

15

MS. GEHL: Okay.

16

MR. DAUBERT: So unless anybody has

17

anything else, we'll go on to the next one. I think

18

you probably already answered the next one.

19

MR. SCIULLO: By the way, I just want to

20

add one thing. If you could just bookmark your

21

Section 4.1.2.4, we can talk about the following

22

items, unless otherwise noted are not included in

23

fixed fee. Not now. 4.1.2.4.

24

MS. CAMPAGNOLI: I'm sorry. Dan, could

25

you repeat that? I got the numbers, but what did you

1 say after that?

2 MR. SCIULLO: It's just --

3 MR. ZAMLONG: Is this the RFP?

4 MR. SCIULLO: Yeah. It just says, "The  
5 following items are not mandatory, and unless  
6 otherwise noted, are not included in the fixed fee  
7 provided in the proposal," blah, blah, blah.

8 MR. ZAMLONG: Okay.

9 MR. SCIULLO: So just go back and we can  
10 revisit this.

11 MR. DAUBERT: Okay. So, again, we were  
12 asking a similar question with respect to  
13 nondevelopment costs and transition, training,  
14 industry meeting participation, and, you know, how  
15 these costs would be recovered and who would incur the  
16 costs. So just a little bit of talk about  
17 nondevelopment costs associated with this.

18 MR. ZAMLONG: Okay. And, again, related  
19 to this, the nondevelopment costs associated with  
20 transition, training, industry meeting participation,  
21 if I understand when you talk about industry meeting  
22 participation, you're talking about Telcordia  
23 participating in meetings, okay? [REDACTED]

[REDACTED]

[REDACTED]



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18 MR. DAUBERT: Okay. And what was the --

19     okay.    I'm sorry.

20 MS. TUCKER: I'm sorry. I went back.

21 MR. ZAMLONG:

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\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

1 [REDACTED]

2 [REDACTED]

3 [REDACTED]

4 MR. DAUBERT: So this question is about  
5 ancillary -- possible ancillary uses of the NPAC  
6 infrastructure. So the question really is: Would you  
7 use any portion of the infrastructure to support  
8 non-NPAC ancillary services? And if so, what's the  
9 relationship between the revenues from those services?  
10 Would they directly offset the cost of this contract?  
11 Or if they wouldn't, then, you know, would the costs  
12 be used to subsidize non-NPAC ancillary services? So  
13 just a discussion around sort of joint use --  
14 potential joint use of the infrastructure or whether  
15 it's solely dedicated to this.

16 MR. ZAMLONG: Well, let me start off and  
17 then we can ask others to comment. Based on the RFP,  
18 the only ancillary services that were identified were  
19 the ancillary services that are currently supported by  
20 the NPAC today, which was the LEAP and the WDNC, so we  
21 did not factor in using the NPAC for other fees, other  
22 services.

23 Now, that -- I'm just saying that's from  
24 a pricing point of view. So did you want to -- Rich.

25 MR. JACOWLEFF: Yeah, I thought it was a

1 different question.

2 MR. MALYAR: I think his question is  
3 asking the infrastructure we're rolling out to support  
4 the NPAC SMS and all its services, we'll be leveraging  
5 that or using that on other internal  
6 iconectiv/Telcordia services, and I think that's what  
7 the question is.

8 MR. JACOWLEFF: Right. Chris.

9 MR. DRAKE: The answer is absolutely not.  
10 They all run on their own infrastructure and their own  
11 customer care. Everything is -- in this proposal is a  
12 dedicated business plan.

13 MR. DAUBERT: Perfect.

14 MR. CRESTI: So the question was going  
15 towards are we supporting the price by using the  
16 infrastructure for something else?

17 MR. DAUBERT: Either way.

18 MR. SCIULLO: Either way.

19 MR. CRESTI: The answer that Chris  
20 mentioned is no. What we've proposed is the  
21 infrastructure is all a sole implementation and the  
22 price that we shared supports that.

23 MS. GEHL: [REDACTED]  
[REDACTED]  
[REDACTED]

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

14

MR. DAUBERT: So next we were just

15

talking a little bit more about transition. And, you

16

know, again, you've already hit on some of these

17

issues. We're just asking if there's any charges the

18

industry would pay in the event of a potential

19

transition of one or more regions that were not set

20

forth in your proposal and, you know, whether you guys

21

would be willing to provide some more detail around

22

these costs in response to any request for a best and

23

final offer.

24

So, you know, again, we sort of talked

25

about these issues already, but, you know, what -- can



Page 91

1    you talk a little bit more about the charges the  
2    industry would have to pay with respect to the  
3    transition in one or more regions?

4 MR. ZAMLONG: Well, can you clarify the  
5 question for me because when I'm --

6 MR. DAUBERT: So this question -- keep in  
7 mind that these questions, again, were written before  
8 your propose -- I mean, before your discussion  
9 earlier, so we sort of did this based on the RFP  
10 proposal, [REDACTED]

20 MR. DAUBERT: Can you talk a little bit  
21 about what charges you foresee that the industry is  
22 going to incur as part of the transition?

23 MR. ZAMLONG: Okay. So, in general,  
24 related to -- during the transition period, if you --  
25 let's talk about connection charges, okay. You would

1 have to, let's say -- I'm going to use Tls as an  
2 example. Let's say you're going to have to set up  
3 additional Tls for our data centers. [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] Is that  
14 what you were asking?

15 MR. DAUBERT: Yes.

16 MS. TUCKER: Tim, can you clarify any  
17 further on this question?

18 MR. DECKER: No. I think Todd did great.

19 MR. DAUBERT: So apart from the Tls that  
20 we might have to establish, was there anything else  
21 that you can foresee that you could imagine the  
22 industry would need to incur as part of this?

23 MR. JACOWLEFF: [REDACTED]

[REDACTED]  
[REDACTED]

[REDACTED]

14 MR. DAUBERT: Okay.

15 MS. CAMPAGNOLI: Let me ask a quick  
16 clarification question, as far as the intercarrier  
17 communication piece that we were talking about  
18 earlier. Chris addressed that as a mandate. I mean,  
19 it may not be a mandate. Maybe it's something that  
20 the LNPA working group comes up with that they want  
21 done. I guess those are the kinds of things that we  
22 would like to know. Something like that, would that  
23 be an additional cost incurred?

24 MR. ZAMLONG: I see what you -- in the  
25 RFP, the way it was stated, there was a certain set of

1 features you wanted input on. You didn't indicate  
2 when you would want them implemented, I think, and I'd  
3 have to just go back and check it. I know there were  
4 some set of things that you wanted to be planned to be  
5 included because they could happen at some further  
6 date.

7 MS. CAMPAGNOLI: Right.

8 MR. ZAMLONG: Okay.

[illegible]



1 [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

11 MS. CAMPAGNOLI: Thank you for that  
12 clarification.

13 MR. SCIULLO: All right. In fact, just a  
14 quick context around the question again. [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

1 MR. SCIULLO: Thanks.

2 MR. DAUBERT: Next slide. I think that's  
3 basically just the same thing that Dan just mentioned  
4 about the bulk download --

5 MS. CAMPAGNOLI: Exactly.

6 MR. DAUBERT: -- so I think I know your  
7 answer to that question.

8 MR. ZAMLONG: Okay.

9 MS. CAMPAGNOLI: I think that was  
10 answered, wasn't it?

11 MR. ZAMLONG: John, do you want to say  
12 anything further about that?

13 MR. MALYAR: [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

22 MR. ZAMLONG: Again, not to overstate it,  
23 but in the context of what John said, obviously since  
24 there's something that's needed from the incumbent,  
25 for another vendor to ask -- we don't have a contract

1 relationship with that company. It's not clear that  
2 they would respond to me, so we would need some  
3 assistance. [REDACTED]

4 [REDACTED] We just may need  
5 assistance that they will make it available to us.

6 MR. DAUBERT: So next we wanted to sort  
7 of move away from the pricing of cost and talk a  
8 little bit about the data center/support center  
9 environment, and we wanted to have you explain a  
10 little bit about would the NPAC data center be in a  
11 shared/isolated environment?

12 MR. ZAMLONG: John, why don't you start  
13 and then we'll have SunGard people speak.

14 MR. MALYAR: So it depends on what level  
15 we are looking at this. [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
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[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

Row	Label	Value (approximate)
1	[Redacted]	95
2	[Redacted]	98
3	[Redacted]	92
4	[Redacted]	99
5	[Redacted]	90
6	[Redacted]	10
7	[Redacted]	90
8	[Redacted]	85
9	[Redacted]	80
10	[Redacted]	99
11	[Redacted]	98
12	[Redacted]	90
13	[Redacted]	95
14	[Redacted]	98
15	[Redacted]	95

23

24

25



1 MR. REEVES: Sure. [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
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[REDACTED]  
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[REDACTED]  
[REDACTED]  
[REDACTED]

16 I was a part of the telco industry, so I'm  
17 really familiar with where most of the major carriers  
18 have facilities. So we wanted to put them in an area  
19 where we have a data center that was located very  
20 close to one of the major telephone corridors.  
21 There's one in [REDACTED] and that's the  
22 reason for our choice of [REDACTED] and then  
23 the same thing with [REDACTED].

24 MR. JACOWLEFF: So also at the heart of  
25 this question are there things outside of the isolated  
environment that could impact you-all relative to the

1 servers, right? So that's really the other part of  
2 that question. So what's in common? The building is  
3 in common.

4 MR. HAMPSHIRE: [REDACTED]

7 MR. JACOWLEFF: What about the network?

8 MR. SHEER: [REDACTED]

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

11

MR. JACOWLEFF: And if the industry wants

12

to do maintenance windows on Sundays at the end of

13

every quarter and you guys want to maintenance windows

14

on Thursdays, is that going to be an issue for us?

15

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1 So we try to minimize the customer impact.

2 MR. MALYAR: I want to make -- just add a  
3 couple of clarifications because I wasn't sure if your  
4 concern was the people or the entrance to the cage or  
5 whatever.

6 MS. DOELL: Yes.

7

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

1

[REDACTED]

8

MS. DOELL: Thank you.

9

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1 [REDACTED] So

2 we have multiple checks and balances, both internal  
3 and through an independent audit.

4 MS. DOELL: Thank you.

5 MS. CAMPAGNOLI: The Sunday maintenance,  
6 whatever we have in today's environment, you shouldn't  
7 have any issue with maintaining that schedule, right?

8 MR. MALYAR: So the answer is no. We  
9 understand that that's what the current expectation  
10 is. If that changes, we'll work and change with that.  
11 We're not saying it has to be a Sunday in the current  
12 model. We understand that there are SLAs that we need  
13 to support, and you determine, you know, as an  
14 industry on how we need to manage the maintenance.  
15 That's well understood.

16 I think -- and I don't want to embellish  
17 this too much. I think one thing that gets a little  
18 blurried, and it's not meant to blurry, is there are  
19 some common facilities in the data center. Like, for  
20 example, if they're going to have someone come in and  
21 open up the door somewhere else, that will happen, but  
22 when it comes to the equipment that we have, we're  
23 dependent on -- Telcordia on behalf of the industry  
24 manages and owns that from a governance policy and  
25 works closely with SunGard to make sure that they're



1 supporting our needs as we move forward.

2 MR. STEEN: I guess I've got a clarifying  
3 question there, too. So, John, what I think I'm  
4 hearing you say is our interface is with you and your  
5 interface is with SunGard?

6 MR. MALYAR: Right.

7 MR. ZAMLONG: And it's, you know, one  
8 team. SunGard will not individually decide they want  
9 to open a ticket to do something on the system.  
10 Anything that happens has to go through a governance  
11 policy and approved and agreed by us. SunGard acts on  
12 our behalf, okay, and whatever they do, it's  
13 monitored. That's what our services operational team  
14 is doing. They oversee what's going on to be sure  
15 that everything is happening in accordance with the  
16 policies we agreed to.

17

1 [REDACTED] They make sure that the work flows are  
2 handled. They are dedicated to that from a service  
3 delivery function, from a project management function,  
4 from a technical account management function,  
5 et cetera.

6 So those people stay dedicated in our  
7 model, and their objective is to become an extension  
8 of the Telcordia team inside our business, and they're  
9 measured based on Telcordia's satisfaction with the  
10 service. So it is a leveraged model. There are  
11 dedicated people that make sure, if there are unique  
12 things that need to be done relative to the business  
13 process required by Telcordia, that we can integrate  
14 those into our system. They also are the ones who  
15 work closely with Jerry's team to make sure the  
16 requirements are passed on, and the entire company is  
17 standing behind what we need to do for Telcordia.

18 MS. GEHL: The question I have is the  
19 nature of the relationship between the two companies,  
20 whether it's a core infrastructure change, whether you  
21 have a change to your main power feed, or you're doing  
22 a test on your generators in the facility, is it a  
23 request or a notification to Telcordia?

24 [REDACTED]  
[REDACTED]

\_\_\_\_\_

\_\_\_\_\_

[illegible]

TABLE 1. *Continued*

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[illegible][illegible]

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1. **Identify the main components of the system.** The system consists of a **client** and a **server**. The client is responsible for sending requests to the server, and the server is responsible for processing these requests and returning responses.

[illegible]

Country	Year	Value
Algeria	2000	0.00
Algeria	2001	0.00
Algeria	2002	0.00
Algeria	2003	0.00
Algeria	2004	0.00
Algeria	2005	0.00
Algeria	2006	0.00
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Algeria	2110	0.00
Algeria	2111	0.00
Algeria	2112	

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[illegible][illegible]

\_\_\_\_\_

\_\_\_\_\_

**CONCLUSIONS**

[illegible]

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1

4

MR. REEVES:

19

MR. HAMPSHIRE: And also Telcordia --

20

that dedicated team has an approval in that change

21

process as part of the ITIL framework, and they do not

22

provide that approval. That's Telcordia's, basically,

23

approval for that change request, so they have a vote

24

in that change request.

25

MR. DAUBERT: So now we're -- and, again,

1 we've talked about this a little bit. We just wanted  
2 to ensure that we understood where the various  
3 Telcordia and SunGard service for support call  
4 resources would be geographically located. So you've  
5 got [REDACTED], SunGard has a facility there, and  
6 [REDACTED] right? Are there other locations where  
7 you would be --

8 MR. JACOWLEFF: So it would be our help  
9 desk.

10 MR. ZAMLONG: Okay. Our help desk at  
11 this point we're planning on housing it in [REDACTED]  
12 okay? We'll have the NOC or the help desk that you  
13 would -- or the industry would call into, okay, and  
14 our help desk then would interface into, as needed,  
15 the SunGard help desk for support areas to help  
16 resolve any issues, but when you call in, the industry  
17 calls in, you would be calling into the Telcordia  
18 NOCs.

19 Currently the plan that we have is for it  
20 to be in our [REDACTED]. I won't  
21 talk about a specific physical building. In [REDACTED]

22 [REDACTED]

23 MR. DAUBERT: What other --

24 MR. REEVES: The SunGard call center is  
25 [REDACTED] in [REDACTED] as well as our primary NOC. [REDACTED]



Page 112

1

15

MR. KAGELE: So, Joel, I just wanted to

16

get to that last point on the slide there.

17

MR. JACOWLEFF: If I could, I'll address

18

the two of them. What we didn't mention, and I'll

19

mention now, is we're governed by something called

20

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1 help desk is in [REDACTED]

2 MR. REEVES: [REDACTED]

3 MS. CAMPAGNOLI: [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

9 MS. CAMPAGNOLI: But our calls could be  
10 handled?

11 MR. ZAMLONG: Your calls will be handled  
12 by Telcordia. It won't be me.

13 MS. CAMPAGNOLI: It won't be me calling  
14 in either, so that's okay.

15 MR. ZAMLONG: She'll be calling me on a  
16 direct line. But seriously, it's all the way -- what  
17 Tim's describing is the -- their help desk in  
18 monitoring. All the carriers calls or user calls will  
19 come to a Telcordia help desk based in the United  
20 States.

21 MR. MALYAR: Just to further amplify  
22 that. So as you call in, the tier one/tier two  
23 services and the service desk is all Telcordia. [REDACTED]

[REDACTED]

[REDACTED]



1 [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] We're not expecting

6 you-all to ever have to call a SunGard service desk.

7 MR. DAUBERT: So for your help desk, what  
8 do you consider Telcordia? Are those all direct  
9 Telcordia employees or do you outsource any of that?

10 MR. JACOWLEFF: No.

11 MR. ZAMLONG: They will all be direct  
12 employees.

13 MR. SCIULLO: So just to follow up on  
14 that. [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]

18 MR. ZAMLONG: John, why don't you explain  
19 the flow.

20 MR. MALYAR: [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

1

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

17

MR. HAMPSHIRE: Also, the [REDACTED]

18

facility is never completely dark. It goes into a

19

reduced staffing during the off hours and we're

20

augmenting that with the UK and India, so it's never

21

completely dark. There's still people there. And the

22

database people, for instance, I think they're in the

23

[REDACTED] for the most part. So it is truly a

24

natural support model relative to the U.S.

25

MR. ZAMLONG: So he's talking about

1 [REDACTED] data center, and, again, the key  
2 message out of this is that when we were talking about  
3 the flow, what we were pointing out is one of the  
4 values we get is the infrastructure that exists in  
5 that data center that they have monitors everything,  
6 okay? [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

7

MR. KAGELE: Quick question. Joel, when

8

you say the work would be performed by U.S.-based

9

Telcordia personnel, are any of those personnel

10

noncitizens, non-U.S. citizens?

11

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1

15

MR. DAUBERT: Near and dear to my heart.

16

So the next one really goes to -- obviously the

17

SunGard relationship is very important for this

18

proposal, so what we really wanted to ask about is,

19

you know, what's your current relationship with

20

SunGard? How long have you been using them? How do

21

you use them today so that you know that the proposal

22

that you're describing is going to work the way it's

23

planned?

24

MR. ZAMLONG: Chris, do you want to

25

start?



1 MR. DRAKE: Well, first of all, I'd like  
2 to say we don't use SunGard for production services  
3 today, but we actually have been working with them for  
4 many, many, many months.

5 First of all, we don't have production  
6 services running on top of SunGard infrastructure  
7 today. We have been working for many months -- John  
8 can clarify when that all started -- more than six  
9 months with SunGard on this NPAC proposal and the  
10 design of the solution, and we have worked with 15 --  
11 well, I guess it's more like 13 because we used IBM  
12 twice in two different countries, but we have worked  
13 with 15 data center vendors in a similar way, 3 of  
14 which -- or 3 times, 2 with IBM and Neorbis, which is  
15 probably the top tier in the Latin American region.  
16 So we're used to working with the best of the best,  
17 and so we're doing that here.

18 MR. DAUBERT: Now, some of these we've  
19 gone through a little bit. This is going into the  
20 NPAC SMS housed in the SunGard environment or being  
21 housed within the Telcordia/iconectiv environment and  
22 going into that.

23 MS. TUCKER: Not completely.

24 MS. CAMPAGNOLI: The second bullet we  
25 haven't talked about.

1 MR. SESSIONS: I think the first bullet,  
2 it would be to just get confirmation. I understand  
3 everything is going to be built out there, but is  
4 there any sort of network elements, anything that  
5 would be housed within Telcordia that you would be  
6 using to talk back and forth, do development out of,  
7 anything like that, or would it all be a hundred  
8 percent contained within SunGard?

9 MR. MALYAR: I can speak to that.

Category	Value (approximate percentage)
1	85
2	100
3	98
4	98
5	90
6	97
7	15
8	75
9	100
10	88
11	95
12	95
13	100
14	95
15	95

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

9

MR. JACOWLEFF: John, maybe a bit on

10 Telcordia, the large and the complex, and what goes on

11 and what's been built into the Piscataway complex at

12 Telcordia.

13

MR. MALYAR: Sure. And that's a good

14 point. Because I don't want to give the impression

15 that some of the same diligence that we did in looking

16 at our reduction systems internally we do similar.

17

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1

20

21

22

23

24

25

MR. JACOWLEFF: So let me just add to

that. When John was using the word "we," he's using the royal we. So it's hard when you transition to a new company. Telcordia, in and of itself, for years has major data center facilities with major projects and OSSs that are developed and tested. We have

1 production services that run out of the Telcordia data  
2 centers. [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

[REDACTED] They've got their name on top of  
8 the building, so it's the Ericsson complex.

9 We have international services, real-time  
10 services, data services -- "we,"  
11 Telcordia/iconectiv -- running in those data centers  
12 with clients around the world that are accessing it.  
13 All of our development environment and gear we use  
14 internally will be in those centers. All of the  
15 production stuff will be at SunGard.

16 So in and of itself, we survived Sandy.

17 [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

24 MR. DAUBERT: So the next bullet point  
25 just really gets into making sure that we understand



1 the full role that SunGard would play. For example,  
2 SunGard is here today. What's the relationship setup  
3 so that SunGard --

4 MR. ZAMLONG: Is that the second  
5 question?

6 MR. DAUBERT: Yes.

7 MR. ZAMLONG: So right now in the context  
8 where you say, "including whether SunGard would  
9 participate in industry and NAPM LLC meetings," you  
10 know, we would -- Telcordia would be the company  
11 holding the contract with the LLC, okay? So we would  
12 be attending all the meetings and working all those  
13 items.

14 If there was -- so basically in any of  
15 the meetings with the industry, et cetera, Telcordia  
16 would be there. If, for some reason, it was decided  
17 that we're going to do some discussion on performance  
18 so there was additional information, whether it be  
19 value for SunGard as a subcontractor to be present to  
20 review some data or to participate, that that could be  
21 done, but the goal is is that it's -- especially in  
22 the industry meetings, like the LNPA working group and  
23 other things, it's not clear that it's the best use of  
24 their role to be participating in an LNPA working  
25 group meeting because it's dealing more with the

1 operational -- external operational issues associated  
2 with doing importing in the industry, that that's a  
3 role that they would play.

4 So their role is as a subcontractor to  
5 us. They're -- per the contract, they're working with  
6 us to deliver, you know, a uniform team solution, and  
7 if there's -- if there's a need that they need to be  
8 present or if there's meetings or other things that  
9 they should be involved in, they will participate,  
10 but --

11 MR. HAMPSHIRE: We're happy to support  
12 Telcordia in whatever way that they needed to be, but  
13 we would take our cues from them in terms of if we  
14 were required to go to those meetings or if we would  
15 add value to those meetings as an extension of their  
16 team.

17 MR. DAUBERT: All right. And just --  
18 we've talked a lot about the third bullet, but is  
19 there anything that you left out about, you know, how  
20 much control you have over the SunGard  
21 hardware/infrastructure for NPAC data centers?

22 MR. ZAMLONG: Well, I think the basic  
23 statement to note is -- John and some of the SunGard  
24 people can comment further. Basically, as I said,  
25 everything is under this governance policy. We're

1 agreeing to a system. We're agreeing that it's going  
2 to have to be in this cage. It's going to have all  
3 these characteristics. Any changes to that cannot be  
4 made unless we agree to it, okay, and approve it or we  
5 initiate it, okay? So in that context, it's -- we  
6 have an agreement as to what it's going to be in the  
7 SunGard infrastructure and the services we're going to  
8 get, and it's defined.

9 John, do you want to make any --

10 MR. MALYAR: It's well designed, and I  
11 think as it was shared before, the teams that were --  
12 the way they're divided and broken up, it's -- you're  
13 looking at a service with Telcordia. We're providing  
14 a service. We understand the ancillaries. We'll  
15 manage down to that, and we've done everything in  
16 terms of a governance policy to ensure that there's  
17 not going to be any violations of understanding the  
18 governance policies.

19 MR. REEVES: [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1 MR. DAUBERT: And so this one, you know,  
2 we talked a lot about this, and this is really just  
3 designed to, you know, get whatever information we can  
4 about the disaster planning and, you know, what are  
5 the hurricane, tornado, and earthquake ratings of the  
6 buildings and infrastructure.

7 MR. HAMPSHIRE: I'll talk a little bit  
8 more about the [REDACTED] facility. All these  
9 facilities are tier-3 facilities. I went through the  
10 elements of what we looked at for Sandy. I can tell  
11 you that given the -- I think the East Coast in  
12 general is thinking differently about hurricanes  
13 overall as a function in the past several years, and  
14 we're even looking at what we can do beyond the levels  
15 that we saw most recently.

16 We've got some pretty ambitious plans to  
17 invest in those facilities, the [REDACTED] facilities,  
18 to build actual perimeter walls around it so that we  
19 can take the flood planning actually to well above the  
20 500-foot flood planning as well. Those facilities are  
21 so critical to us. They serve such a critical market

22 [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]



1 \$4 million. We're [REDACTED]  
[REDACTED] We've actually got some  
3 partners there, some of the Fortune 100 financial  
4 institutions. CF Properties is directly adjacent to  
5 us, and they're co-funding that project with us.

6 In terms of the [REDACTED] facility, Tim,  
7 do you want to give us some points on that one?

8

Category	Percentage
1. 100%	100%
2. 100%	100%
3. 100%	100%
4. 100%	100%
5. 100%	100%
6. 100%	100%
7. 100%	100%
8. 100%	100%
9. 100%	100%
10. 100%	100%
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14. 100%	100%
15. 100%	100%
16. 100%	100%
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21. 100%	100%
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99. 100%	100%
100. 100%	100%



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So we have a set of guidelines that we

operate in terms of preparedness for facilities.

Those checklists are gone through in preparation for

any type of event, and then the local data center

operators have planning checklists that they go

through specifically against these facilities down to,

you know, do we have extra pool staged, do we have --

can we survive as people.

I think one of the things that was seen

most notably in Sandy was the inability to have people

actually support things. We actually had gas trucks

there on-site for our own staff. We provided some of

that for our clients as well, but we were working on

having our people get back and forth; whereas, the

rest of -- many other organizations just couldn't move

1    their people around as well.  So we really think about  
2    that next level of disaster preparedness in terms of  
3    our ability to operate.

4 MR. STEEN: With that question, why don't  
5 we break now and -- shall we break for about half an  
6 hour? Lunch will come in and then we can reconvene.

7 (Recess taken, 12:25 p.m. to 1:06 p.m.)

8 MR. DAUBERT: Let's get started.

[illegible]

1

14 have each other, so either one can take the primary  
15 role at any time. If there is a disaster, the whole  
16 center fails for whatever reason -- and we also talked  
17 about even simple things like communication links  
18 could be rerouted around, so it really takes a very  
19 significant disaster to lose a data center site.  
20 That's when the secondary data center would then  
21 become the primary until the other one is restored.

22                   So within the data center itself we have  
23   replicated images. We have it in [REDACTED] or the  
24   East Coast one. We have all the regions deployed in  
25   their own instances, in their own cage. That's



[illegible]



1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

13 there is spare capacity there. So there's no single  
14 point of failure.

15 In some cases there are some dual  
16 failures that can occur without losing the operations  
17 of the data center, and that's where the conversation  
18 around spare capacity was being implied. It's for  
19 growth of capacity and also to help improve the  
20 resilience level above and beyond what's being  
21 maintained.

22

[REDACTED]

[REDACTED]

[REDACTED]

1 [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

7            MR. SCIULLO: This is Dan. This is a  
8 reminder to please announce your name before talking.

9            MR. REEVES: [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

22           MR. DAUBERT: Okay. So the next one is  
23 about audit reports, and in Section 4.3 you state that  
24 SunGard would perform an annual audit for the previous  
25 12-month time period with a report rendering an

1 opinion on the effectiveness of the control  
2 environment, and that SunGard only provides this  
3 report to current customers upon request. So we  
4 wanted to ask how and whether you would provide us  
5 with a copy of that report?

6



1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



1

11

MR. DAUBERT: Okay. Thank you.

12

Okay. So this question is please

13

describe in detail, with examples, the manner in which

14

you performed disaster recovery tests, including any

15

testing that impacts service providers.

16

MR. ZAMLONG: Okay. John, you want to

17

start and then we can bring in the SunGard piece?

18

MR. MALYAR: Sure. So disaster recovery

19

testing prior to going live is workable and operating

20

internally, and even during the testing period, we

21

have scheduled to do disaster recovery testing. What

22

we also were assuming was that you already have an

23

understanding of how you do failover/disaster recovery

24

testing. And our goal, again, is to try to do as much

25

business as usual, what the industry is already doing

1 today.

2 So with this case, we're going to be  
3 working conjunction with the LLC and the industry to  
4 schedule the tests that you will expect us to do on an  
5 ongoing basis. We're not going to be -- I didn't mean  
6 to chuckle. It's just that sometimes I get the sense  
7 that you think you're going to be one-off and try to  
8 do something on our own. We have a lot of  
9 understanding and experience of what your expectations  
10 are, and our goal is to support those expectations.  
11 So the annual disaster plan is something you should  
12 assume.

13 The one thing we did mention, you know,  
14 if there's more than one vendor potentially out there,  
15 that the coordination that we'd get, we would support  
16 whatever you needed. We could do them concurrently or  
17 we could do them separately. We would be flexible  
18 either way. I don't know if you want to add to that.

19 MR. ZAMLONG: Curtis, do you want to add  
20 additional points?

21

1

23

MR. DAUBERT: So this gets into some

24 experience. We wanted you to describe in detail the

25 largest databases that you currently manage and how

1 these compare with the current expected transactional  
2 U.S. NPAC volumes.

3 MR. MALYAR:

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

11

MR. JACOWLEFF: Just why don't you

12

describe a scenario.

13

MR. MALYAR: One thing Rich had mentioned

14

earlier. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



1

5

20

MR. DRAKE: I can answer some of that.

21

It might be interesting to talk a bit about the

22

qualifications in India. That is a database serving

23

over 400 million active subscribers, not just the

24

population. To be clear, we provide services in zone

25

two. Zone one is provided by Syniverse. There is a

1 multi-vendor --

2 MR. JACOWLEFF: The country is split in  
3 half.

4 MR. DRAKE: It is actually a multi-vendor  
5 regional solution, and we run half the country. So we  
6 have over 400 million active subscribers on that, and  
7 we have processed approximately 42, 43 million  
8 completed ports. This is basically a 10-percent port  
9 density, but even a great deal more in terms of  
10 attempted ports that for reasons of pre-port  
11 validations have been rejected by the donor operator.  
12 So the volumes are even higher than that, but that's  
13 a -- that is a pretty good credential.

14 India itself actually is moving to  
15 nationwide porting beginning of next year where both  
16 ourselves and the other LNPA will be supporting the  
17 country together, so moving more into a -- perhaps we  
18 could call it a more peering type of model, but that's  
19 the evolution of the India implementation, and it will  
20 be in production in roughly six months.

21 MR. SCIULLO: Could you describe -- you  
22 said it's a multi-vendor regional solution?

23 MR. DRAKE: Yes.

24 MR. SCIULLO: Could you explain what that  
25 means in India exactly?

1 MR. DRAKE: Sure. India has a number of  
2 circles in it, which you could think of as states or  
3 population density zones. That is divided basically  
4 into two zones for the entire country, and there's so  
5 many circles in one zone and so many different circles  
6 in another zone. We service -- how many? Eleven.

7 MR. JACOWLEFF: Yeah.

8 MR. DRAKE: Yeah, 11. We service 11  
9 circles in our zone, which approximates half of the  
10 population. So that's how it works.

11 So you can think of a zone -- a circle is  
12 like a region in India. We service 11 regions.  
13 The -- Syniverse, the other LNPA, services roughly the  
14 same number. I think it's 12.

15 MR. DECKER: You mentioned 42 million  
16 transactions. Was that a month?

17 MR. DRAKE: That's completed ports since  
18 portability launched 29 months ago.

19 MR. FREED: So that's --

20 MR. DRAKE: Completed ports.

21 MR. FREED: -- like for two years?

22 MR. DRAKE: Yes, but there are more -- as  
23 I say, more attempted ports that were processed, as we  
24 do the pre-port validation, as well as the actual  
25 finished port.

1 MR. FREED: And most of that is wireless;  
2 is that correct?

3 MR. DRAKE: Yes, wireless.

4 MS. TUCKER: In the U.S. system that we  
5 have right now, you do -- Syniverse does use part of  
6 Telcordia's --

7 MR. DRAKE: Correct.

8 MS. TUCKER: -- software. In India, is  
9 that the same or is it totally different?

10 MR. DRAKE: No. It's all our software  
11 and they have their own software.

12 MS. CAMPAGNOLI: You said something about  
13 peering that's going to be going on in India, is that  
14 what you said?

15 MR. DRAKE: I said there will be  
16 nationwide porting across the two LNPAs so that our  
17 particular ownership of circles is not as germane in  
18 the porting process in the new configuration. It's a  
19 kind of peering. As you're probably familiar with  
20 some discussion of peering possibilities a year ago, a  
21 year-and-a-half ago with, you know, LNPA working  
22 group, they're not exactly the same design.

23 In fact, I don't think, if you guys look  
24 at the evolution to that sort of structure, it is  
25 clear yet what the design will be in the U.S. So it's

1 a form of peering, but I wouldn't say it's identical

2 because we still haven't closed on the design here.

3 MR. ZAMLONG: One last thing related to  
4 the transaction volumes, you know. We talked about it  
5 in the context of just the experience we've had in  
6 iconectiv/Telcordia products. Curtis, do you want to  
7 make a couple of comments about some of the systems  
8 that SunGard supports and the transaction value that  
9 they're doing?

10 MR. HAMPSHIRE: Oh, sure. Jerry and I  
11 were just chatting about this. [REDACTED]

were just chatting about this.

\_\_\_\_\_

\_\_\_\_\_

[illegible]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

9

MS. GEHL: Clarification. From a

10 division of work between Telcordia and SunGard, who's

11 going to be doing the database administration? You

12 know, because of the fact that you run a database that

13 large may not be that relevant to the question because

14 a lot of times database performance is based on the

15 code. Sometimes it's based on tuning at the database

16 level. Who's got the responsibility for the database?

17

MR. MALYAR:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1

23

MR. DAUBERT: You talked a little bit

24

about your transaction volumes. Did you have any that

25

were 500 million annually or 50 million monthly?

1 MR. MALYAR: Yeah. I tried to show -- I  
2 may not have done a very good job of clarifying it.  
3 Again, we have an application database that we  
4 administer in some cases and it's sold to other  
5 carriers to use in their own applications, [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] It's much greater

15 numbers than that.

16 MR. DAUBERT: Okay. So continuing with  
17 experience. What is the system uptime, availability,  
18 of your other LNP systems? And are there comparable  
19 SLRs from your other LNP platforms to the NPAC?

20 MR. DRAKE: So it's actually fairly  
21 typical that we're asked to do a 4-9 solution, and in  
22 some cases 5-9 solutions, [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

1 [REDACTED] I think that's the least we  
2 have been requested to perform at.

3 MR. KAGELE: Just to build on that,  
4 Chris, the -- from your other LNPA NPAC-like  
5 solutions, are there SLRs that are similar to the U.S.  
6 NPAC? And if so, could you describe how those  
7 similarities are, please?

8 MR. DRAKE: Fair enough.

22 MS. DOELL: Do you have billing-related  
23 SLRs in your current platforms?

24 MR. DRAKE:

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

7

MR. DAUBERT: So the next one is talking

8

more about reliability, and where you have LNP

9

implemented, what was the initial implementation

10

reliability of those systems versus their current

11

ongoing reliability? And how long did it take to

12

reach stability?

13

MR. DRAKE: Interesting question. We'll

14

see if we have anybody here who can elaborate on what

15

I'll say.

16

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

25

MR. JACOWLEFF: So I'm probably going to



1 have the most history with this issue. There's been  
2 no implementation where we had issues from the start.

3. [REDACTED]  
[REDACTED]  
[REDACTED]

6 MS. TUCKER: I just have a question.

7 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] Just

10 curious.

11 MR. DRAKE: Well --

12 MR. JACOWLEFF: [REDACTED]

[illegible]

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

6

MR. FREED: Do you use the system

7

standard metric when you say 4 or 5-9s? How do you

8

calculate it?

9

MR. DRAKE: Yeah, so we do use the

10

industry standard to calculate 9s. 5-9s allows you

11

something to two minutes downtime in, I believe, a

12

year. You get an extra -- you get five minutes if

13

you're 4-9s and you get 20 minutes if you're 3-9s, and

14

we use the standard industry methodology to compute

15

that.

16

MR. DAUBERT: Okay. This is talking

17

about upgrades, and in the past, some carriers have

18

encountered long periods of system downtime as a

19

result of Telcordia's complicated system upgrades.

20

Please describe the steps Telcordia would take to

21

mitigate the chance for extended outages that would

22

include the NPAC implementation.

23

MR. MALYAR: So there's actually a frame

24

of reference or context here. [REDACTED]

[illegible]

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

13 MR. DAUBERT: Yes, and you're right.

14 That first one was a statement. It was meant to give  
15 context for what people were trying to get you to  
16 describe.

17 MS. GEHL: So I'm not sure I heard an  
18 answer on what you're doing to mitigate the chance of  
19 an extended outage. You've said that the other one  
20 was an evolution. This is a new product. Almost --  
21 new product sounds more scary to me than an evolution,  
22 so what are some of the mitigation things you have --

23 MR. DRAKE: That's a fair question. I  
24 think it's important to understand that we have  
25 industry upgrades that will happen, and we will roll

1    them back.



1 [REDACTED]  
[REDACTED]  
[REDACTED] So I was just trying  
4 to only respond to the first part. I was trying to  
5 get a better understanding of what specifically you  
6 requested there.

7                   And the second part, as Chris said, you  
8    know, we're engineering into the solution the ability  
9    to do upgrades, to manage the time the upgrade is  
10   done, understanding what the requirements and SLAs are  
11   so that we can hopefully meet or exceed those as we go  
12   forward.

13 MR. REEVES:

1

[REDACTED]

[REDACTED]

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16

MS. GEHL: Just debating whether I

17

should -- this is more of a leading assumption from my

18

perspective. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

8

MR. DAUBERT: So this goes to SunGard's

9

reliability. So we wanted to have you provide some

10

detailed information regarding your performance

11

reliability for similarly sized systems.

12

MR. HAMPSHIRE:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1 [REDACTED]

2 [REDACTED]

3 [REDACTED]

4 [REDACTED]

5 MR. DAUBERT: So what are your  
6 reliability agreements?

7 MR. HAMPSHIRE: In terms of our SLAs?

8 MR. REEVES: [REDACTED]

9 [REDACTED]

10 [REDACTED]

11 [REDACTED]

12 [REDACTED]

13 [REDACTED]

14 [REDACTED]

15 [REDACTED]

16 [REDACTED]

17 [REDACTED]

18 [REDACTED]

19 [REDACTED]

20 [REDACTED]

21 [REDACTED]

22 [REDACTED]

23 [REDACTED]

24 [REDACTED]

25 [REDACTED]



1

[REDACTED]

3

MR. DAUBERT: Okay. So utilization

4

threshold. So what utilization threshold would you

5

have to reach before you add or augment your platform?

6

MR. MALYAR: So there's a couple, again,

7

questions here. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

13 MR. DAUBERT: All right. So now we're  
14 talking about deployments, and in your 12.1 TRD  
15 detailed response, in Figure 1 you showed some number  
16 portability deployments labeled as number portability  
17 gateway, number portability resolution system, and  
18 number portability clearinghouse. Can you please  
19 describe what these are and explain the differences  
20 between these deployments.

21 MR. DRAKE: The number portability  
22 gateway is the local system equivalent to the SOLA and  
23 LSMS function where we insulate the back-office OSSs  
24 for provisioning and also the network equipment. We  
25 call them NEMs overseas, but fundamentally our NPG

1 supports both the broadcast feed to the real-time  
2 network element and the provisioning feed through the  
3 SOLA. And we've deployed those in approximately 19  
4 cases.

5 The resolution system is actually a  
6 high-speed query database for being presented with a  
7 number and being advised who the carrier of record is  
8 at that moment, so portability corrected routing. We  
9 have those things operating in the United States. We  
10 have them in Thailand and in other countries as well.

11 The NPC is that NPAC plus. They're one  
12 and the same. As far as what we're leveraging, a lot  
13 of industry learning, a lot of domain expertise, very  
14 limited actual software to be leveraged. Certainly no  
15 infrastructure; basically domain expertise and  
16 knowledge and know-how and our experience in the  
17 dynamics of the program office and the, you know,  
18 industry test and go-live activity set.

19 MS. TUCKER: And the last bullet?

20 MR. DAUBERT: [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[illegible]

1 [REDACTED]  
[REDACTED]  
[REDACTED]  
4 We have a lot of experience in building  
5 highly developed systems in the cases where we have to  
6 still provide that expertise for bringing that along  
7 or we can leverage best in class off-the-shelf  
8 components to help do that. [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] So the short answer is yes, we are  
13 leveraging stuff that we have, as well as other things  
14 that are out there.

15 MR. DRAKE: [REDACTED]  
[REDACTED]  
[REDACTED]

18 MR. STEEN: Why don't we take a  
19 ten-minute break. Actually, why don't we take until  
20 ten after the hour -- excuse me, five after the hour.

21 (Recess taken, 1:52 p.m. to 2:05 p.m.)

22 MR. DAUBERT: All right. So we're back  
23 at it now. All right. So the next question is about  
24 transaction spikes and we wanted you to describe for  
25 us whether the proposed solution could handle more



1 than seven transactions per second in every region, in  
2 other words, scaled to handle the spikes?

3 MR. MALYAR: I'd be happy to answer that  
4 question. We actually had an appendix in the back of  
5 our 15.1 section which showed some of the previous  
6 work that we had done in terms of the length -- in  
7 terms of how to demonstrate that, an instance or  
8 region, and what volumes it has. This is a little  
9 longer of a story, so let me build it out.

10

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10

MR. DAUBERT: And so for the Ericsson

11

hosted or Telcordia hosted portions of this, what do

12

you do that's different or in addition to what SunGard

13

just described?

14

MR. MALYAR: So, I'm sorry, let me just

15

clarify what your question was. As you mentioned,

16

like our development systems --

17

MR. DAUBERT: That's what I'm talking

18

about.

19

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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1 MR. DAUBERT: SSAE 16 as well?

2 MR. MALYAR: I'm sorry?

3 MR. DAUBERT: I believe I heard or read  
4 that you were SSAE 16 compliant, as well?

5 MR. MALYAR: I'm sorry, SunGard or  
6 Ericsson?

7 MR. DAUBERT: You, Ericsson.

8 MR. MALYAR: So the Ericsson IT  
9 department -- actually I don't know that answer off  
10 the top of my head. I assume, if it's a standard  
11 practice, they also -- I can't speak for the Ericsson  
12 IT specifically. I'll have to take that one back. I  
13 think we're responding to what credits --  
14 accreditations we would have in the data center for  
15 the production system. I think that's how we answered  
16 that question.

17 [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
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21

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1 [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

6 MR. DRAKE: Can I just return for a  
7 moment to the 500 million transaction question?

8 MR. DAUBERT: Sure.

9 MR. DRAKE: I was thinking over the break  
10 that we want to make sure we have apples and apples  
11 here, because, you know, how you count things can be  
12 subject to some interpretation.

13 So just to clarify my India example.  
14 The -- every port in India includes pre-port  
15 validations, so when I say we've done 40-some million  
16 in two years, you really should probably double that  
17 in terms of equivalent NPAC transactions because they  
18 don't have to do the pre-port validation. They don't  
19 count that. So in terms of transaction capacity and  
20 performance, you know, we're doing double for the same  
21 ports.

22 I did mention that we have pre-port  
23 validations that don't pass, and so we should probably  
24 add perhaps 30 or 40 percent to the number there  
25 again. And then I wasn't counting the LSMS broadcast



1 to every operator, and I sort of had the impression  
2 that might be in the 500 million number. So, again,  
3 there would be a multiplier effect there as well.

4 So, you know, if this is an important  
5 question, we can take away and do apples to apples in  
6 a more clear way and then send it to you, but I do  
7 think there was a difference in how that was counted  
8 and how I answered the first time.

9 MR. DECKER: We count the transaction as  
10 activates, modifies, deletes, and that's what we're  
11 referring to when we refer to transactions.

12 MR. DRAKE: Okay.

13 MR. MALYAR: So, Tim, as you just pointed  
14 out, the number -- when we counted the numbers or  
15 shared those numbers, those are on just the ports, not  
16 all of the downloads. So you would have to multiply  
17 the download factor for each of those ports as being  
18 part of that. So, again, it's just showing that it's  
19 just a subset of how you're measuring the  
20 transactions. In reality there's a lot more  
21 transactions that actually took place in that system.

22 MR. ZAMLONG: So, again, I think the  
23 point is that, you know -- when we were thinking about  
24 it, you know, when we think about international, we  
25 just deal with completed and competitive ports.

1 That's what they typically deal with, okay? So that's  
2 the number we put out there.

3 Whether or not it equals 500 million when  
4 you multiply it, I'm not saying that, but I am saying  
5 it's bigger than the number we said. If that's  
6 something you want us to update and give you a better  
7 calculation on, you know, we would be willing to do  
8 it.

9 MR. DAUBERT: I think we're okay for the  
10 moment.

11 MR. ZAMLONG: Okay. I didn't want to do  
12 it.

13 MR. DAUBERT: If we do do a request for a  
14 best-and-final offer, and it's relevant in the  
15 request, then you could supply that.

16 MR. ZAMLONG: Chris just wanted to  
17 clarify because we were talking outside and then he  
18 realized that maybe --

19 MR. DRAKE: I had a light go on.

20 MR. DAUBERT: It's very helpful.

21 MR. JACOWLEFF: We're on East Coast time.

22 MR. DAUBERT: So the next slide is  
23 service impacting failures, and, you know, the first  
24 one is just a statement. You know, we expect the  
25 vendors to self-report service impacting failures.

Page 184

1 How do you plan to self-report? Does your proposed  
2 solution provide for monitoring for degradation or  
3 failure for the SLRs? Just tell us how you're going  
4 to handle it.

5 MR. ZAMLONG: Ky, do you want to start?

6 MR. OUAN:

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2	5	98
3	5	92
4	5	88
5	5	100
6	5	95
7	5	95
8	5	10
9	5	90
10	5	92
11	5	88
12	5	15

20 MR. DAUBERT: And so how much of that  
21 will be available to us? So in other words, you're  
22 doing your -- you're using these tools and there's a  
23 certain set of notices that you'll get, some of them  
24 might be true service impacting; others you might find  
25 out aren't. Are you going to cull that information

1 and clean it before it's available to us, or do we get  
2 the raw data and then your analysis as to what gets  
3 counted for an SLR or not?

4 MR. QUAN: Well, there are monthly  
5 reports that we have to roll up to you, and that  
6 report will be cleaned, but we're more than willing to  
7 drill down and provide a level of detail that's needed  
8 per incident.

9 MR. DRAKE: Yeah, if there's an  
10 incident -- and Ky was referring to P1, 2, 3 priority  
11 severity levels. There's a root-cause requirement,  
12 and you'll get those reports.

13 I think the other question you asked,  
14 though, relates to just ongoing month-to-month  
15 performance, and we will provide the required SLR  
16 reports in a digestible form. It will be very clear  
17 to you whether we've met or not met them.

18 MR. MALYAR: I think there were two parts  
19 to the question, at least as I was understanding it.  
20 There's a lot of monitoring that goes. [REDACTED]

[REDACTED]  
[REDACTED] There's events and alerts going on all the  
23 time in the network and in the infrastructure. The  
24 reality is none of them may actually warm up to any  
25 kind of impact to service or not, but in terms of



1 self-reporting, if, by chance, through our monitoring  
2 we realize that there was an outage and you weren't  
3 aware of it, we're still going to record and report  
4 that.

5           The idea that some of that raw data --  
6 I'm not quite sure what you'd do with it or if you'd  
7 be able to filter through it, I'm not saying -- I  
8 mean, there's tons and tons of data in the data  
9 center. The real purpose with the ITIL v3  
10 implementation is to be able to take the information  
11 and correlate it to events that become real troubles,  
12 and build a knowledge-based understanding. We see  
13 different characteristics in the infrastructure, to be  
14 able to take advantage of that, that is all part of  
15 our solution that we're offering up.

16           So in terms of -- if we find out that we  
17 violated something because of our analysis, we'll  
18 report it. In terms of getting to the raw data, I'm  
19 not quite sure you want to -- you really want that.

20           MR. DAUBERT: So I wasn't asking really  
21 to go from the one to the other. The issue is since  
22 you're in charge of the self-reporting, if there's a  
23 possibility that in the data cleanup process, you  
24 could take out actual self-reporting events, and  
25 that's really where I'm getting to.



1           So if we start getting into a situation  
2   where we think there's been service impacting events,  
3   but the reporting isn't showing it, how can we work  
4   together to make sure that the alerts and the notices  
5   line up with what we think we're experiencing?

6           MR. JACOWLEFF: So what I'm hearing is  
7   more transparency.

8           MR. DAUBERT: That's it.

9           MR. KAGELE: So if I may, just to get a  
10   little bit more granular on the issue, John, if  
11   there's a degradation in one of the seven NPAC  
12   regions, I, as Comcast, do not want to have to call  
13   your help desk and tell you the NPAC is screwed up.  
14   You should be monitoring that. You should self-report  
15   those events. That's the point.

16           MR. MALYAR: Yeah, that's the issue.  
17   We've accounted for that in our service, yes.

18           MR. KAGELE: Sorry. I wasn't quite as  
19   delicate as Todd was.

20           MR. SCIULLO: So you have reviewed the  
21   RFP and it makes reference to a gateway evaluation  
22   process. That's a process where certain specific SLRs  
23   are pulled out and a third-party auditor comes in and  
24   looks at the raw data. Is SunGard's reporting system  
25   able to be audited like that by a third party on

1   behalf of the vendor?

2

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

10

So, yes, they're auditable. And as for

11

the service, if we do see something that is

12

infrastructure related, such as something that is a

13

data center outage of power, we will call out as a

14

severity level. We will let Telcordia know and we

15

will report on those. Then we will follow up with a

16

root-cause analysis that will be a report that will be

17

at your -- you know, your ability to pull down from

18

Telcordia and look back at a troubled alert and see

19

what was -- not only the root cause, but actions to

20

remediate it and how to go forward in the future.

21

MR. REEVES:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1

25

MR. DAUBERT: Great. So if we can move

1 on now. The next question is about transitional  
2 experience, and I appreciate that we've talked -- you  
3 know, it seems as if we bounced around just a little  
4 bit, but for this, if you could please help describe  
5 the transitions that you've performed and how they're  
6 similar or different to the proposed transition.  
7 We're sort of looking at the following issues: The  
8 size and length of time of transition, from pilot to  
9 completion; the complexities of the databases and  
10 functionality; service impacting events that occurred,  
11 if any; failure risks that were similar versus the  
12 ones that we think are associated with this proposal  
13 and the like. And, again, we've touched on some of  
14 these, but if you could address those.

15 MR. ZAMLONG: So what I'm going to do is  
16 I'll ask Chris to start the discussion, and we'll get  
17 some other people to jump in.

18 MR. DRAKE: And please watch that all  
19 those points are getting covered. As I did mention a  
20 little bit of the data points around program  
21 management and transition, we have several  
22 implementations that were as quick and snappy [REDACTED]  
[REDACTED]

24 That's like put the pilot -- or the  
25 system available for industry tests, polish it up



1 through the testing, and any issues found and then go  
2 live that quickly.

3 MR. JACOWLEFF: I'm sorry, Chris, to  
4 interrupt you. A little context. Most often, if not  
5 every time, it's a law of the country that they state  
6 a specific date that the operators will all be in  
7 production with us. So typically we're working to a  
8 well-defined timeline.

9 MS. TUCKER: Were these new  
10 implementations or actual transitions?

11 MR. DRAKE:

Category	Value (approximate percentage)
1	35
2	85
3	25
4	90
5	80
6	95
7	98
8	95
9	98
10	95
11	98
12	10
13	95
14	95



[illegible]

1

2

MS. TUCKER: We want to know about your experience with doing transitions.

4

5

6

7

8

9

MR. MALYAR: Yeah. I can go through them myself.



1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

16

MR. DAUBERT: So, John, if I can back you

17

up for one second. You said that there might be some

18

minor issues that happen. So in other words, the

19

major data import goes okay, but certain records, if

20

they weren't in the correct format to begin with, they

21

won't work in the --

22

MR. MALYAR: They may or may not.

23

MR. DAUBERT: Exactly. Do you have an

24

idea of like magnitude --

25

MR. MALYAR: Yeah. [REDACTED]



1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

9

MR. DRAKE: I'll just add a little bit to

10 that. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

21

MR. ZAMLONG: Just as a comment, when

22 you're talking about in the case of the NPAC and the

23 way things are defined in the NPAC, right, you have

24 FRS requirements, you have ISS requirements, and you

25 also have data model definitions, okay?

1           A lot of times when you're dealing with  
2   some of the systems like John was talking about, like  
3   a prepaid system with using like a CBAS-type  
4   implementation, you could be taking an implementation  
5   that had a totally different data model and the  
6   transformation, the cleansing of data is big time.  
7   That's where you spend a lot of time and you're going  
8   to have a lot of issues, okay?

9           Now, in the case of the NPAC, the issue  
10   is yes, you still have to deal with the data  
11   migration, but the question is -- well, you're not  
12   dealing with a data model that's not defined, okay?  
13   Now, that doesn't mean you won't have issues. I'm not  
14   saying you won't, but it's better defined, and that's  
15   typically what you have is like the data that's in  
16   someone's system, when you then try to move it out is  
17   so contaminated that you have a lot of added work you  
18   need to do.

19           I'm not the expert on this, but I'm  
20   saying that I know from other experiences because I  
21   used to be involved in data warehouses where you get  
22   into this, you know, moving data in data warehouses  
23   and try to collect it, the real issue you get is  
24   cleansing of data and the lack of a data model and  
25   moving from data model one to data model two.

1 MR. DAUBERT: Is there a plan in your  
2 migration scheme to sort of test that out, to take a  
3 quick look at the data so that you can see how dirty  
4 it is, that way you don't pull it out and say, Oh, my  
5 God, half this database has to be cleaned up?

6 MS. GEHL: So one of the questions there  
7 is the length of time. You talked about size, but you  
8 really didn't talk about the length of time, and you  
9 used the CBAS as an example. If you looked at the  
10 timeline where you started your data mapping and your  
11 cleansing to the point where you were production live,  
12 what type of timeline are we talking about?

13 MR. MALYAR: [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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MR. MALYAR: Are we still on the previous

MR. DAUBERT: Yeah. I'm just trying to  
full discussion of all the questions.

MR. MALYAR: So we're talking about what



1 was the subscriber record migration? I've tried to  
2 share about that. We're talking about specifically  
3 the work we're doing in the transition of the  
4 migration of the data from the incumbent to new entity  
5 here. In our migration plan we do have that laid out,

6

[REDACTED]

25

MS. GEHL: Pilot to end of conversion in

1 the brackets there. I think you meant that part of  
2 the question.

3 MR. MALYAR: I'm sorry.

4 MS. GEHL: The first bullet.

5 MR. MALYAR: How are you referring to the  
6 word "pilot" here? I'm sorry. Can you tell me the  
7 context of pilot?

8 MS. GEHL: First off, "application" might  
9 be a better term for you.

10 MR. MALYAR: Okay.

23 MS. GEHL: So, Todd, we kind of went from  
24 their past experience to what the plan is in this  
25 conversation.

1 MR. DAUBERT: Yeah. So the next one was  
2 moving from past experiences to sort of this  
3 particular transition, and we wanted you to describe  
4 in detail how porting activity would be impacted by or  
5 handled immediately prior to a potential transition,  
6 whether there would be any planned porting freezes at  
7 any time and any risk of any unplanned porting  
8 freezes. You know, what could happen? What's the  
9 worst case scenario? How would we manage that to  
10 minimize those risks?

11 MR. ZAMLONG: John, you want to kick that  
12 off?

13 MR. MALYAR: Yeah, I'll try. There are a  
14 lot of questions there. Let me digest it for a second  
15 there. You went to worst case scenarios, which is  
16 hard to start with.

17 MR. DAUBERT: We're getting straight to  
18 the point.

19 MR. MALYAR: So actually we had given  
20 more than one scenario on how we could do the  
21 transition, [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

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[REDACTED]  
[REDACTED]  
[REDACTED]

8 MR. ZAMLONG: Can I just ask a question?

9 Because, you know, I basically understand the  
10 questions, but I'm not sure I understand the context  
11 of, you know, what period of time are you talking  
12 about. Because there's a transition period that goes  
13 over many months. During those many months, there's  
14 different points at which you're going to be testing,  
15 and when you're doing testing, you're validating that  
16 we were able to get our data model loaded properly and  
17 it was working, okay? And --

18 MS. GEHL: This is the actual cutover.

19 MR. ZAMLONG: Okay. So then I think what  
20 you're talking about -- I was just trying to clarify  
21 that. I'm sorry. I was just trying to clarify it.  
22 What you're saying is at the very end of the process,  
23 once you've gone through all the testing, you're now  
24 going to do a cutover, how does the cutover work, and  
25 then how do we make sure that we manage -- and you



Page 207

1 want to know what other restrictions there might be,  
2 like if there's any freezes that would be required to  
3 do this?

4 MS. GEHL: Yes.

5 MR. ZAMLONG: Okay. All right. I just  
6 wanted to be sure that -- I want to make sure we  
7 understand the questions.

8 MR. DRAKE: I think John did answer the  
9 question. Just to sort of summarize it real quick,

10



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100



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100

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100

1 [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

10 MR. DAUBERT: Great. So then talking  
11 about data cleanup as part of the transition. So in  
12 response to Section 12 to your Subsection 2.3.6, the  
13 proposal says that you would provide an initial list  
14 of potential activities that would need to occur prior  
15 to transition and going live. Please explain what  
16 activities would comprise that list.

17 MR. DRAKE: That's actually in the  
18 transition plan. It's in 12.3 in the transition plan.

19 MR. MALYAR: I think we provided a list.  
20 That's what's a little confusing. Bear with me for a  
21 second. I'll just go back to the same section.

22 MR. DAUBERT: It may be just that the  
23 reference in the 2.3.6 doesn't tie back to the list.  
24 Maybe you provided the list, but --

25 MR. MALYAR: Right, and that's what I was

1 assuming. So with that said, I can go through the  
2 actual detailed document here as well, but what we  
3 were talking about here is from a transition  
4 standpoint -- again, we used the word "transition."  
5 We understood it was the transition of the service, so  
6 it's actually not just the final data migration, but  
7 it's a series of events and we have outlined those.

8 For example, at a very high level of just  
9 getting the user agreement signed to onboard the  
10 customer and their information being exchanged, having  
11 the links being brought over to build a data center as  
12 documented there, the participation in the testing of  
13 the functionality is what we've documented and  
14 recommending --

15 MR. DAUBERT: You can just tell us the  
16 section where it's documented.

17 MR. MALYAR: Oh, I'm sorry. We had a  
18 whole document that we transitioned in Section 12.

19 MR. SCIULLO: We have that.

20 MR. DAUBERT: All right. So as long as  
21 that's referring back to that.

22 MR. MALYAR: Yes.

23 MR. DRAKE: I believe the list --

24 MR. MALYAR: All of the detailed steps  
25 are listed in there.

1 MR. ZAMLONG: Okay. Were you concerned  
2 that -- did someone review it and felt that it wasn't  
3 clear, is that --

4 MS. PATTON: Well, I think it's because  
5 you said you would provide it, and now you're saying  
6 you did provide it, but it's in a different section  
7 and we didn't put the two together.

8 MR. ZAMLONG: Okay. Got it.

9 MS. GEHL: We thought there was more.

10 MR. DAUBERT: We wanted to make sure  
11 there was nothing left off.

12 MR. MALYAR: So there's two parts to  
13 that. So we provided what we believe is the approach.  
14 Our understanding is that we promptly work together in  
15 the industry to refine that approach, so we're not at  
16 all implying that this is the final schedule, final  
17 everything. I think what the wording here was trying  
18 to imply, and I apologize it wasn't clear, that we  
19 would be accountable working with the industry to  
20 finalize that list and make sure that it's complete,  
21 comprehensive.

22 We tried to put a stake in the ground to  
23 show you we understood the process and what's going  
24 on. We don't expect this to be the final process. We  
25 expect this to be -- you know, we'll work together

Page 211

1 with the industry at industry speeds to make sure that  
2 it's a successful plan. That's what that statement  
3 implied.

4 MR. DAUBERT: Perfect. And the other one  
5 was that we ask that you describe the kind of data  
6 that may need to be cleaned up in the SOA and LSMS  
7 systems in the event of a transition.

8 MR. TSACNARIS:

Category	Value (approximate percentage)
1	95
2	85
3	85
4	100
5	98
6	92
7	98
8	100
9	98
10	45
11	100
12	82
13	92
14	90
15	100

24 MR. DAUBERT: Okay. So the next question  
25 is about querying of historical NPAC data, and please



1 describe whether the current pricing proposal would  
2 allow querying through the GUI of all historical NPAC  
3 data.

4 MR. MALYAR: [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

15 MR. JACOWLEFF: I have a question. Would  
16 you expect that Telcordia would have to pay the  
17 incumbent to get the historical data or is that your  
18 data?

19 MR. STEEN: I don't think we want to  
20 address that.

21 MR. JACOWLEFF: So if I'm reading the  
22 question correctly, you want to know if it's included  
23 in the price. If -- I'm going to exaggerate a little  
24 bit. If the incumbent asks for \$50 million for the  
25 historical data, I might have a problem with that.

1 MR. STEEN: Rich, I think basically what  
2 we were doing is asking whether or not you intended to  
3 do it, and I think John -- from my perspective, John  
4 answered the question.

5 MR. JACOWLEFF: Okay.

6 MR. MALYAR: [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

11 MR. STEEN: Okay. That's fair, but I  
12 can't really tell you what I would expect.

13 MR. ZAMLONG: That's fine. The only  
14 thing is, again, we were just thinking about it in the  
15 context of it's the industry's data. We have access  
16 to it. We're including it.

17 MS. TUCKER: There is a mechanism for us  
18 to be able to view historical information, and it  
19 would be included in the price?

20 MR. ZAMLONG: [REDACTED]

21 MR. DAUBERT: So the next question is  
22 about post-production data integrity. [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

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[illegible]

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[REDACTED]

14

MR. DAUBERT: No, that's helpful. So the

15

next question was on service provider testing. We

16

wanted you to explain in detail how you would perform

17

service provider testing during the transition period

18

and the systems that would be involved in such

19

testing.

20

MR. QUAN: [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



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17

As shared in the earlier slides, though,

18

we do expect that the industry will participate in

19

that, and that they will move away from the testing.

20

We're not planning on doing, you know, testing on your

21

behalf. We'll be happy to support it, but we do

22

expect that it's a joint effort during the testing. I

23

assume that's what you're asking for here.

24

MR. STEEN: Yes, it is. Let's take a

25

short break. Let's be back in here at 10 after.

Page 220

1 (Recess taken, 3:01 p.m. to 3:11 p.m.)

2 MR. DAUBERT: So in your RFP transition  
3 response, Page 21, you explained the one option -- and  
4 you've talked about this a couple different times this  
5 morning already, [REDACTED]

9                   Please describe whether the different  
0 types of data or data sets would be used for ongoing  
1 testing versus transition testing. For example,  
2 service providers do not use production network and  
3 number pool block configurations in tests. Please  
4 explain a little bit more about this proposal and how  
5 it would work.

16 MR. MALYAR:

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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22

MS. GEHL: John, I think the question in

23

the second bullet is more around after -- after we've

24

migrated a region, what is your plan or how would you

25

manage the data in the test environment? Because what

Page 224

1 we're saying is we don't want to use production data  
2 there, so how do you come up with the synthetic data?

3 MR. MALYAR: You're talking  
4 post-production?

5 MS. GEHL: Post-production.

6 MR. MALYAR: So, again, whatever  
7 arrangement you-all have with the testing environments  
8 we'll support. To be honest with you, I don't  
9 personally know how you store your data today. There  
10 is a test facility, this test system, and in terms of  
11 the sharing of it and the way that you -- Ky, can you  
12 help me here?

13 MR. QUAN: Yeah.

1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

7

MR. DAUBERT: Okay. So next question is

8

about timeline. As everyone here is aware, the

9

planned service date of June 30, 2015 is critical.

10

Could any potential delay in selecting the LNPA be

11

absorbed into the implementation timeline and still

12

meet the date?

13

MR. ZAMLONG: Could we put a chart up

14

that --

15

MR. DAUBERT: Yeah, you can do that.

16

MR. ZAMLONG: We have a chart that we put

17

together because we thought that might be a question.

18

Very astute. But, you know, when we talk about

19

this -- the other thing I was going to say is you

20

worded it as "any potential delay." We would address

21

the delay that was identified right now.

22

When you say "any potential delay,"

23

that's pretty open ended. Let's say your delay is

24

because they don't make a decision until July 2nd of

25

2015. If I told you I could do it on July 1, you'd

1 say, Now, Joel, you're really stretching your  
2 credibility.

3 MR. DAUBERT: It's a credibility test.

4 MR. ZAMLONG: Right. So the thing we put  
5 together is based on the selection of January 20,  
6 2014. So that's the case that we could talk to. Is  
7 that fair? And we can start there. You can see what  
8 the impacts are, and then we can start to understand  
9 and you can understand how you translate that. Now,  
10 again, as we're just putting it up --

11 MR. JACOWLEFF: And a date before January  
12 is welcomed and acceptable also.

13 MR. ZAMLONG: Yeah. Any earlier date is  
14 always acceptable. We won't object to an earlier  
15 date. But I guess since I've seen no other updates  
16 that were issued --

17 MR. DRAKE: This is the original.

18 MR. ZAMLONG: Okay. You know, what we'll  
19 do is --

20 MR. JACOWLEFF: Why don't you walk  
21 through the original and then we'll do the --

22 MR. ZAMLONG: Okay. John, why don't you  
23 walk us through the original.

24 MR. MALYAR: I'll take the original just  
25 to give you the framework.



1 MR. STEEN: Let's just go to the --

2 MR. DAUBERT: Tell us how much fat you

3 have.

4 MR. MALYAR: All right. Fine. Okay. [REDACTED]

[REDACTED]

[REDACTED]

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1 MR. DAUBERT: Perfect. Does anybody have  
2 a question before we move on?

3 MR. DECKER: I've got a question. So  
4 your timeline shows the contract sign date in March.  
5 What -- in other words, you're assuming with that  
6 timeline that you're selected?

7 MR. MALYAR: Oh, sure.

8 MR. DECKER: Is it realistic to say that  
9 in March the contract would be signed and --

10 MR. ZAMLONG: No. So the point is that I  
11 didn't know what else to put on the schedule. You  
12 told me the selection date changed, you know. When  
13 it's signed, if we're selected, we feel that it would  
14 be a reasonable -- within a reasonable time the  
15 contract will be signed. We're not defining  
16 reasonable, okay?

17 MR. DRAKE: But it's not the critical  
18 path item. This is the identification of Telcordia as  
19 selected. January is really the trigger point.

20 MR. SHEER: Because as we've probably  
21 shared on numerous occasions so far, we actually have  
22 an investment that we're continuing to do. There's a  
23 pre-award team, as we call it, a local team that's  
24 actually been doing the design and development and  
25 building all of the frameworks out from when we do the

1 larger ramp-up for the continued development of the  
2 solution. That's where the award is important to know  
3 the risks to go forward on that or not.

4 MR. DAUBERT: I think that's good. If  
5 you can move that thing back, I'll go ahead and -- so  
6 I'll start reading it. So the next question is about  
7 testing, and we've talked about testbeds before a  
8 couple of times today, we've mentioned it, and we'd  
9 like you to describe whether your testbed -- whether  
10 you have two testbeds; one with the current production  
11 software and hardware and one testbed with the new  
12 release data/functionality/features. Like how would  
13 you manage testbeds?

14 MR. ZAMLONG: John, why don't you answer  
15 that.

16 MR. MALYAR: Yeah, I'll start. [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
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[REDACTED]

24 These are the ones that we present to the  
25 industry for your access. [REDACTED]

1

25

[REDACTED] That's what we've proposed. If that doesn't satisfy the need, let us know, and we'll



1 go back and revisit it. We thought we were actually  
2 adding value, believe it or not.

3 MS. DOELL: So are you saying -- I'm  
4 sorry if I didn't understand you, but are you saying  
5 yes, you're having these two or no, you're not having  
6 these two?

7 MR. MALYAR: [REDACTED]  
[REDACTED]

9 MS. DOELL: So are you are fulfilling the  
10 two functions we listed there? You'll have two  
11 separate testbeds that will fulfill this; one will  
12 fulfill bullet two and one will fulfill bullet three?

13 MR. MALYAR: [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] We'd be happy to entertain

18 that discussion.

19 All I was trying to share was there -- it  
20 really depends on the point in time, okay. If we're  
21 at the current release, then all the systems are the  
22 same version, right?

23 MS. DOELL: Right.

24 MR. MALYAR: [REDACTED]  
[REDACTED]

1

[REDACTED]

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11 MR. DAUBERT: Okay. That's helpful, that  
12 clarification of what you were talking about.

13 MR. MALYAR: One thing I was going to  
14 share, too, mainly as a backdrop. This table here is  
15 provided to show the methodology and the approach and  
16 what we're doing, how you actually do a risk  
17 management plan. Some of these -- I wouldn't say  
18 they're set in stone, but they're showing examples of  
19 things that could happen. It's not that we're  
20 anticipating or expecting this particular event to be  
21 an issue that we have.

22 MR. ZAMLONG: We haven't planned already  
23 on having a slippage. I mean, that's a -- we could do  
24 that, but we didn't do that. That's really intended  
25 to be an example of what we felt were relevant risks

1 that should be considered so you could see it in the  
2 context of when you put a risk management plan  
3 together, what they would be. We viewed that this  
4 would be done in a collaborative way. We're just not  
5 going to do it -- we want to do it with you in the  
6 industry to be sure that all the risks are properly  
7 identified, and then we would manage it with the team,  
8 but then we'd make sure that we have approaches for  
9 these different areas.

10 So we thought these were good  
11 representative areas people -- that the industry would  
12 be concerned about, and we wanted to give some  
13 approaches.

14 MS. TUCKER: We just need to understand,  
15 what does O&M transition mean? We understand what  
16 slippage means, but what does enterprise data center  
17 O&M transition?

18 MR. QUAN: Operation and management or  
19 operation and maintenance.

20 MR. MALYAR: Again, not expected. It's  
21 an example of a potential risk, so the probability of  
22 it is extremely low, but the fact that we would  
23 identify it, put a plan in place to address it, that's  
24 what this table is really trying to represent, which  
25 specific items the industry feels we should, you know,

1 focus on and work on. It's going to be an  
2 industry-collaborative process, but we're definitely  
3 applying these tools and methods to ensure that we  
4 have a successful transition. That's really the  
5 take-away.

6 MR. DAUBERT: Perfect. So the next one  
7 we wanted to move on to was this industry  
8 participation in transition. So we wanted you to  
9 describe the plan that you have for implementing  
10 additional regions after implementation of the initial  
11 region is complete. And also, you know, the second  
12 one, which could sort of go hand in hand, is what  
13 process would you use to secure approval from the  
14 entire industry as necessary to sort of complete this  
15 transition? What do you have in mind?

16 MR. MALYAR: I did try to share this  
17 earlier, but I'd be happy to go over it again. It  
18 gives me a chance to get better each time I do it.

19 So, again, we have a plan. It's in the  
20 document. All I'm really doing is just reiterating  
21 what's in the document. So the idea, again, is that  
22 there is industry involvement in this. User  
23 agreements need to be signed. You need to be able to  
24 work to get your facilities terminated or data  
25 centers, right? You're going to need to be able to



1 provide input in work and testing so you feel  
2 comfortable that there's functionality that you were  
3 expecting.

4 That's all part of what we're saying is  
5 your involvement, and we also believe that there is a  
6 lot of value for the industry to help us with the risk  
7 mitigation plan, to work together. We are committed  
8 to have a very open communication plan, so as we're  
9 working through those steps, if we need weekly calls  
10 with the industry, we'll determine that. We'll be  
11 happy to support that as part of our overall PMO  
12 office.

13 As we go forward, let's assume everything  
14 continues to work this way, there is going to be a  
15 point in time when the first region is migrated or  
16 transitioned. I explained that. There's the whole  
17 aspect of the data for that first region. There's a  
18 couple steps there. There's some testing. There's  
19 another step. There's a trial and we actually do the  
20 live one. That same approach will be applied to the  
21 other regions.

22 As I shared a little while back, a few  
23 minutes ago, the idea that once we cut over, we're  
24 expecting to get a go-live/no-go decision based on the  
25 industry. The industry will determine, you know, if

Page 238

1 it's the LLC, if it's the industry together, what is  
2 that criteria to meet and if we're going to go live or  
3 not.

[illegible]

16                   So I hope that sounds like a very  
17   familiar plan. It's very similar to what we've done  
18   in the past. Go ahead, Ron. Do you have a question?

19 MR. STEEN: Yeah. And you did describe  
20 this before, and believe it or not, I remembered it,  
21 but I think one of the things -- and we may not have  
22 worded it right -- that we were looking at here is the  
23 plan, I don't think anybody objects to that overall,  
24 but it was kind of like where does the working group  
25 and the NAPM come into this?

1 I know when we had done releases, which  
2 are a lot simpler than a transition, at least in my  
3 mind they would be, we have started out with the  
4 working group establishing a schedule. I don't know  
5 that that applies here, but I think it's involved in  
6 some way, and then actually the LLC would pick the --  
7 would pick the regions to go. And in my mind, I was  
8 wondering are you thinking about incorporating that  
9 in --

10 MR. MALYAR: Yes.

11 MR. STEEN: -- in here?

12 MR. MALYAR: We tried to, and the term we  
13 used was "industry." We weren't dictating who the  
14 industry was, but we believe that the industry needs  
15 to be involved and participate, and all we tried to  
16 show here is two things. One, we believe we can  
17 demonstrate a workable plan. You may want to alter  
18 the plan to some extent, but also that we're having an  
19 open, transparent and we're communicating that plan  
20 with the industry and working together to do that.  
21 That's really the messaging from here.

22 We do believe that if you follow the plan  
23 as it is, you would come up with having, whatever  
24 regions were awarded to the new entrant, would be done  
25 prior to the July date. If that has to go a month

1 later because you think it does or go a month earlier,  
2 we're more than willing to want to understand that. I  
3 would personally -- I can't speak for iconectiv. I  
4 was personally expecting a very similar model that's  
5 been used in the past --

6 MR. STEEN: For releases.

7 MR. MALYAR: -- for releases. Again,  
8 this is just a large release.

9 MR. STEEN: Okay.

10 MS. DOELL: John, so I just want to make  
11 sure I'm clear. [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

17 MR. MALYAR: It was the model that we'd  
18 work with you again. [REDACTED]

[REDACTED]  
[REDACTED]

21 MR. DAUBERT: So scalability of billing.  
22 You say in the detailed response that your system is  
23 able to handle a thousand plus customers being  
24 invoiced monthly on a regional basis. What's the  
25 maximum number of invoices that your system could



1 support regionally and nationally?

2 MR. ZAMLONG: Right now from the point of  
3 view of how we would implement -- because we haven't  
4 implemented a billing system yet, okay, a full billing  
5 system. Our requirement for this would be based on  
6 the number of regions that we would receive, we would  
7 accordingly develop the billing system to be capable  
8 of billing all the customers we need to bill, okay?  
9 And we factored that into what it would be to -- you  
10 know, in our fee in order to implement this. So we  
11 have a couple of approaches.

12 Again, at this point we're just saying  
13 that we recognize -- what we were trying to do here is  
14 let it be recognized we realize we have to create many  
15 bills, okay, to cover all the different customers that  
16 are out there, and we would be prepared to do it. I  
17 mean, we'd love to do it.

18 MR. MALYAR: There's a second part to  
19 that, from a data point standpoint, there are systems  
20 that we have within iconectiv that interact with a  
21 large number of clients that we do invoicing and  
22 billing with, and we would look to see how we could  
23 leverage and use that, so we felt comfortable that we  
24 could scale a system out to do that, although  
25 obviously, we don't have an existing NPAC SMS billing



1 system.

2 MR. DRAKE: We are invoicing hundreds of  
3 customers a month.

4 MR. ZAMLONG: Right.

5 MS. TUCKER: Yeah, I would be surprised  
6 if you weren't.

7 MR. DAUBERT: All right. So as far as  
8 billing customization, how would the billing be  
9 customized to meet NPAC customers' current  
10 expectations? And I think that, you know, your last  
11 answer might have helped with that.

12 And how would the billing accuracy be  
13 determined prior to the first billing process, as well  
14 as on an ongoing basis? Any thoughts on that?

15 MR. DRAKE: [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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14

MR. JACOWLEFF: So we have many systems

15

that count and send bills, and so we have auditors

16

that come in and verify that our systems are doing

17

what they're supposed to be doing. There's no reason

18

we wouldn't apply the same methodology here.

19

MR. ZAMLONG: Was there something more

20

specific?

21

MR. DAUBERT: No. I think that's it. So

22

now we're going to volumes and connectivity, and we

23

touched on this before, you know, how you plan to

24

simulate real world volumes and connectivity for

25

testing purposes. I know you said you have your full

1 system built out for some of the testing, but any  
2 additional thoughts on how you'd simulate the volumes?

3 MR. MALYAR: Yeah. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

17 MR. DAUBERT: All right. So please  
18 describe how you plan to identify and create with  
19 industry input all necessary industry-impacting M&Ps.

20 MR. ZAMLONG: Okay. Let me just start.

21 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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11 MS. CAMPAGNOLI: So we've done that kind  
12 of work at the LNPA Working Group --

13 MR. ZAMLONG: Right. So in no way are we  
14 going to create this, you know, thousand-page document  
15 and say, Review it, okay? That's like insane. First,  
16 it would be crazy for us to try to create it, and then  
17 it would be impossible for you to review it, so no one  
18 gains.

19

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



1

[REDACTED]

12 MR. MALYAR: Again, I guess I should have  
13 mentioned this. It's probably kind of obvious, right,  
14 but in the requirements, IIS, other stuff, things are  
15 very well documented. You can see what we have here.  
16 The M&Ps become very resilient in the industry and  
17 they're very well documented. We plan on using as  
18 much of that as possible so it's business as usual.

19 What we're trying to imply here is there  
20 may be some that are being used in the industry that  
21 are not well documented, the service is not exposed,  
22 and that's where we think we would need the guidance  
23 and the support of the industry to do it the way that  
24 you guys expect us to implement it. We just can't  
25 guess at some -- we can, but it may not be what you're

1 all looking forward to, so that's why we worded it the  
2 way we worded it.

3 MR. DAUBERT: So when you worded it, were  
4 you focusing more on the possibility of the changes  
5 needing to have been made or sort of seeing what's out  
6 there with a few as examples of things that you really  
7 think probably will need to be changed?

8 MR. MALYAR: I'm sorry. That's two --  
9 it's twofold, this question. We obviously need to  
10 have a complete set of M&Ps if there's not a regional  
11 model. You still need to have the M&Ps, and we will  
12 use as much as you want us or the industry to use.  
13 We'll develop it uniquely and support that. There is  
14 the other comment about if it's a multi-region  
15 solution, there are a couple of areas of business that  
16 a new M&P would implement. It doesn't exist today  
17 because it's not a multi-region. So there's two parts  
18 to our discussion of M&Ps.

19 It's the basic idea that we want to work  
20 together with the industry to get the M&Ps developed  
21 and document which best suits the service provider's  
22 needs, and then there's also working with the  
23 industry, which would include potentially other -- not  
24 potentially, it would, to work on a couple of those  
25 items that were identified that could be a

1 multi-vendor specific M&P. So there's two sides to  
2 that or two parts to that.

3 MR. STEEN: A quick question, John, and I  
4 think you mentioned it. You said something about  
5 using existing as much as possible, and I think that's  
6 good. We really are talking about the User M&Ps here,  
7 not things that are internal to --

8 MR. ZAMLONG: Right. We understand that.

9 MR. STEEN: -- you. When we're talking  
10 about user -- and I don't need a long answer on this,  
11 but I was just wondering, would you think that with  
12 the interfaces being similar and everything, that  
13 there would be major changes to user interface?

14 MR. MALYAR: We would love to be able to  
15 just use the same that's there because it would  
16 benefit both sides. It's just that we can't claim  
17 that we have a --

18 MR. ZAMLONG: The RFP didn't explicitly  
19 say that that would be available, okay, so we're just  
20 saying our approaches will be collaborative. If  
21 there's an available set and you want us to, then,  
22 iterate it, if there are any comments or changes. We  
23 try to use everything that exists to minimize change.

24 MR. STEEN: That's a good answer.

25 MR. DAUBERT: So we have a very short

1 period of time left before we lose our court reporter  
2 because I believe that she leaves at 5:00. What we  
3 wanted to do is -- I received one question that's not  
4 on the slides that they wanted me to ask, and then if  
5 we could very quickly have a little bit of time to  
6 talk to see if there are other questions that we can  
7 put to you very briefly before we lose her, then we  
8 can make a decision whether we stop or whether we  
9 record it somehow and keep going.

10 But here's the question real quickly: In  
11 the RFP response you mentioned some intellectual  
12 property and that if, say, you're awarded, you know,  
13 one or more regions for this contract, then at the end  
14 of the contract, when it transitions away, that you  
15 would be willing to make, you know, fair and  
16 reasonable licenses for that, you know, intellectual  
17 property.

18 Can you talk a little bit about what you  
19 had in mind, and, you know, what terms and conditions?  
20 Because obviously anything that would impact future  
21 transitions or something that are of interest when we  
22 think about contract awards.

23 MR. ZAMLONG: Okay. Let me first just  
24 ask a question. When you're talking about  
25 intellectual property, what are you referring to? Are



1 you referring to that Section 7.4 or 5?

2 MR. SCIULLO: NPAC peering.

3 MR. ZAMLONG: So we're talking about  
4 peering?

5 MR. SCIULLO: Exactly.

6 MR. ZAMLONG: So in that section we  
7 talked about other things that could be possible, so  
8 this gets into your other question. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



1 MR. JACOWLEFF: The answer is yes.

2 MR. ZAMLONG: [REDACTED]

3 MR. JACOWLEFF: We're not going to hold  
4 you hostage in that situation.

5 MS. CAMPAGNOLI: I'm sorry, Rich. I  
6 didn't hear you.

7 MR. JACOWLEFF: We're not going to hold  
8 you hostage on the IP, and even if we create the IP as  
9 a matter of business as we build this thing, and if we  
10 were to transition off of it in five years, that IP  
11 would be available to you. Similar in the way that  
12 when we would -- when we were Bellcore, we  
13 transitioned away from the RBOCs. All the underlying  
14 IP was moved forward. That's not something that we're  
15 going to hold back and hold hostage.

16 MR. SCIULLO: I think just to be more  
17 specific, the statement was while you're an LNPA, you  
18 would license the peering IP on a free and  
19 nondiscriminatory basis. With respect to transition,  
20 you would provide it on a fair, reasonable, and  
21 nondiscriminatory licensing basis. Could you identify  
22 the differences in those two?

23 MR. ZAMLONG: The difference is the way  
24 we set it at that point. Because, again, peering  
25 wasn't even part of the requirement. We offered it

1 up, because again, we feel that it's a step that in  
2 the future it makes sense for the industry to go to,  
3 and, you know, it could turn out that fair and  
4 reasonable could end up equaling free. That is a  
5 concept that is --

6 MR. JACOWLEFF: That's a legal CYA.

7 MR. ZAMLONG: So, again --

8 MR. DRAKE: That's a technical term.

9 MR. ZAMLONG: We just didn't say it that  
10 way.

11 MR. DAUBERT: If there is any way,  
12 gentlemen, that you could excuse us for a little  
13 bit --

14 MR. ZAMLONG: Yeah. No problem.

15 MR. DAUBERT: So we can figure this out.  
16 Stay close by.

17 (Recess taken, 3:49 p.m. to 4:17 p.m.)

18 MR. DAUBERT: Thank you very much. We  
19 really appreciate it, and we hope that you feel the  
20 same way. We got together and came up with the  
21 additional questions that we wanted to ask based on  
22 today's conversation.

23 So the first one is: [REDACTED]

[REDACTED]

[REDACTED]

1

[REDACTED]

[REDACTED]

[REDACTED]

5

MR. DAUBERT: Excellent. So then the

6

next one is: Please describe your potential

7

willingness to serve fewer or more regions in a

8

multi-region award. So, for example, you had [REDACTED]

[REDACTED]

[REDACTED] in the response, and if you are willing to

10

consider either fewer or more, how would that

11

generally impact the proposal and costs?

12

MR. JACOWLEFF: [REDACTED]

[REDACTED]

14

MR. DAUBERT: It would be part of the --

15

MR. JACOWLEFF: [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1 MR. DAUBERT: And we understood that --

2 MR. JACOWLEFF: [REDACTED]

7 MR. DAUBERT: That makes sense. One of  
8 the things we were looking at is we understood that  
9 your response was you had [REDACTED] preferred regions, but  
10 you were also open to other regions.

11 MR. JACOWLEFF: Yes. I don't think we  
12 care one way or the other. We preferred regions.

13 MR. ZAMLONG: We just -- since you asked,  
14 so we identified them. [REDACTED]

17 MR. CRESTI: [REDACTED]

19 MR. JACOWLEFF: As we guessed it, right.

20 MR. DAUBERT: And to your point about  
21 there are fixed costs, you know, there's a certain  
22 amount of personnel that you need to provide those  
23 services correctly below that point, you can't go  
24 whether you do three, two, or one. Do you think that  
25 your proposal for [REDACTED] is roughly that minimum amount

1 or do you think it still could be adjusted if you  
2 were --

3 MR. JACOWLEFF: I'll leave that to Joel  
4 or Anthony to answer.

5 MR. ZAMLONG:



1

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

13 MR. DAUBERT: Understood. And so then,  
14 you know, have you reviewed the master contract for  
15 any licensing fees due to the incumbent? And if there  
16 are any, does your pricing proposal include the  
17 payment of these fees?

18 MR. ZAMLONG: Okay. The first part of  
19 it, yes, I read that master agreement a couple of  
20 times.

21 MR. KAGELE: It's good reading, isn't it,  
22 Joel?

23 MR. ZAMLONG: Well, you know, you have to  
24 read it a couple of times. The trick with it is  
25 also -- to be frank with you, also reading the master

1 agreement, you also have to look at the different  
2 amendments because a lot of things change, so it's a  
3 difficult read, okay.

4           So for right now, from my understanding,  
5 when you say any licensing fees due to the incumbent,  
6 I have to go back and look at that more specifically,  
7 okay? I don't know of any specific licensing fees I  
8 would have to pay as a vendor to the incumbent. I  
9 know there's transition language in there that as a --  
10 you know, anyone who's a vendor has to agree to a  
11 transition plan, et cetera, but I wasn't aware of any  
12 direct licensing fees that were needed. So I  
13 apologize if I'm missing something. I'll go back and  
14 reread it, but, yeah, I've read it.

15           MR. JACOWLEFF: Should we find licensing  
16 fees in there?

17           MR. ZAMLONG: Should I look for that?

18           MR. SCIULLO: You will find some  
19 reference to licensing fees and unrecovered software  
20 development costs, and they may or may not apply, but  
21 I wanted to find out if you identified those and if  
22 your proposal included payment of those.

23           MR. ZAMLONG: Okay. Now that you're  
24 mentioning it --

25           MR. JACOWLEFF: [REDACTED]

1 MR. SCIULLO: Your proposal?

2 MR. ZAMLONG: [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

10 MR. SCIULLO: Okay.

11 MR. ZAMLONG: I'll have to go back and  
12 read the language again, just to be transparent on it.

13 MR. DAUBERT: All right. So the next one  
14 is: Do you have a contingency plan to switch  
15 subcontractors if needed? So, you know, God forbid  
16 something doesn't work out between you, what happens?  
17 You know, we are thinking of, you know, the scenarios  
18 of like what happened the last time with Perot, and,  
19 you know, what do we do if things don't work out the  
20 ways things are planned?

21 MR. ZAMLONG: Yeah, right now per the  
22 terms in the VQS, there's a section that talks around  
23 subs. I forget the exact number. I don't know if  
24 it's 3.2.2 or something or whatever the number might  
25 be, but in there when it talks about identifying subs,

1 it also says if anything changes, we have to make you  
2 aware of it.

3 Obviously, you know, to be diligent,  
4 we're looking -- we're always looking to see  
5 contingencies, okay? Right now, you know, the prime  
6 sub we identified is SunGard. So I don't have, like,  
7 someone immediately in the wings, but if we -- you  
8 know, we are always aware of what other choices could  
9 be out there, and if necessary, we'd have to work  
10 through it. Okay?

11 MR. DAUBERT: Great.

12 MR. JACOWLEFF: Can I just ask for a  
13 quick second to talk?

14 MR. DAUBERT: Sure.

15 (At this time Mr. Jacowleff is conferring  
16 with Mr. Malyar.)

17 MR. JACOWLEFF: All right.

18 MR. DAUBERT: And so sort of another type  
19 of contingency, in the event that there was a  
20 multi-region award, would Telcordia be able to assume  
21 other regions in the event of a failure by a different  
22 vendor?

23 MR. ZAMLONG: Yeah. I would say the  
24 answer is yes. I mean, again, obviously if you're  
25 saying picking up another region. When you say -- you



1 know, part of the issue, just obviously, I assume we  
2 would have an agreed upon transition plan, et cetera,  
3 but our model and the way we've defined it and the way  
4 we've worked with SunGard, even the way we set up the  
5 data center, the space we're allotting is such that if  
6 we have to grow it, we can grow it, and we could  
7 accommodate what we need to do.

8           Anyone have any other comment on that?

9           MR. JACOWLEFF: So I guess when I read  
10 that, I was thinking like immediate, right. If the  
11 vendor had a failure -- well, that would be something  
12 other than failure.

13           MR. DRAKE: It's happened.

14           MR. JACOWLEFF: Now that I think about  
15 it. Yeah. I mean, so you would -- I presume you  
16 would run the same plan that you built.

17           MR. ZAMLONG: Yeah. So let me -- the way  
18 I was answering it, I was answering it in the context  
19 of, you know, we're both in operation or multiple  
20 LNPAs are in operation, something happens downstream  
21 and you need to switch. That then says there's some  
22 planning going on in the industry. It's not like it's  
23 an instant thing.

24           Now, if it's instant, we could figure out  
25 how we could deal with that, okay, but obviously



1 there's some planning that needs to be done that we  
2 could make sure that we could like stand up an  
3 additional region and get things in place, et cetera,  
4 because that does take some time.

5 MR. SCIULLO: Let me put a little fine  
6 point on that. So if the award ends up being  
7 multi-vendor initially, has the window closed for  
8 seven regions?

9 MR. ZAMLONG: No. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

19 MR. ZAMLONG: To just make a joke out of  
20 it a little.

21 MR. SHEER: [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

1 MR. ZAMLONG:

6 MR. DAUBERT: So then the last one is:

7 Do the costs include any price contingencies for fails  
8 as part of the GEP process?

9 MR. ZAMLONG:

22 MR. JACOWLEFF: We have internal risk  
23 reviews that we ourselves need to go through, and  
24 given the size of this opportunity, not so much from a  
25 financial perspective, but from a brand perspective.

1 So the last thing Ericsson wants to see is a failure,  
2 and certainly we wouldn't want to see that, so there's  
3 extra scrutiny that we had to go through. So all of  
4 these issues were worked over with a fine-tooth comb.

5 MR. DAUBERT: I think that's it, right?

6 MR. STEEN: I think that that's it. I  
7 have some closing comments. Have you ever known me to  
8 not have any comments?

9 We really do want to thank you guys for  
10 coming in. As we stated to start with, our purpose  
11 was to make sure we understood your proposal. I think  
12 we all appreciate the nature of our discussion, and  
13 it's been good, and I know I've learned a lot, and I  
14 think most everybody else here has verified a few  
15 things and learned some more things.

16 We want to thank Telcordia for submitting  
17 a proposal and for participating in the process. We  
18 really are glad you are here. Even in spite of our  
19 comment about could you make the date if, you know, we  
20 slip it in indefinitely, a little bit of an  
21 exaggeration. We are working very hard to try to make  
22 the July 1, 2015 date, so we -- we're working very  
23 hard at that.

24 We're going to go ahead and advise you  
25 right now of our intent to do a best and final offer.

1 We had that contingency in the initial RFP. We left  
2 the option open, and we have decided that we will do  
3 that. So there will be more to come there.

4 So, again, we appreciate you coming. We  
5 ask you to take anything you brought with you back  
6 with you. So stamp your notes. Stamp your notes so  
7 that we're legal with that.

8 MR. SCIULLO: And may I reiterate my  
9 request that if you could send to your counsel to  
10 deliver to one of us a copy of your presentation.

11 MR. ZAMLONG: That's the way you want it  
12 to go?

13 MR. SCIULLO: Yeah, if you don't mind,  
14 that would be great, so that we can provide it to --

15 MR. DAUBERT: It's really mostly for our  
16 court reporter who is being so patient with us for not  
17 announcing our names and talking over each other.

18 MR. ZAMLONG: First what I would like to  
19 do is I would like to thank everybody. I think the  
20 one -- if there's one thing that I would say about  
21 this is I think, you know, from working with me, I am  
22 persistent, okay, and I've enjoyed the opportunity  
23 we've had to be working together over the last couple  
24 of years, and I truly believe in this. I think that's  
25 why I've been persistent, you know, and I'm very



1 committed, you know, to -- you know, in our company to  
2 make this a reality for you and do the right job for  
3 you.

4 And, you know -- and, yeah, I thank you  
5 for the opportunity today. I think it was a very  
6 constructive and productive meeting. I think the  
7 questions were very good, and again, as additional  
8 questions come up, I'm sure, however it gets  
9 structured in the back-fold, feel free to make sure  
10 you're confident and understand what our offer is  
11 about. So, again, I thank you. And Rich has a  
12 closing.

13 MR. JACOWLEFF: So to say we're extremely  
14 excited about this opportunity is an understatement.  
15 I was getting texts from board members and from the  
16 CEO of Ericsson that would like to know how today  
17 went. We are very excited. Unfortunately, the  
18 expectation, we imagine, is you've made other people  
19 very excited about the opportunity.

20 We're trying to be genuine, and this is  
21 us. There may have been past history with the  
22 corporation. Corporations are big. You're now  
23 looking at, you know, Telcordia. This obviously isn't  
24 all of us, but this is what we are. This is the brand  
25 we're trying to build and what we represent. So thank



1 you-all very much.

2 MR. SCIULLO: Thank you.

3 WHEREUPON, the within proceedings were  
4 concluded at the approximate hour of 4:34 p.m. on the  
5 6th day of August, 2013.

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STATE OF COLORADO )  
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I, TINA M. STUHR, Registered Professional Reporter and Notary Public ID 20054029701, State of Colorado, do hereby certify that the within proceedings were taken in machine shorthand by me at the time and place aforesaid and was thereafter reduced to typewritten form; that the foregoing is a true transcript of the proceedings had.

I further certify that I am not employed by, related to, nor counsel for any of the parties herein, nor otherwise interested in the outcome of this proceeding.

IN WITNESS WHEREOF, I have affixed my  
signature this 9th day of September, 2011.

My commission expires July 28, 2017.